0000 021

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SEP 11 2002

Federal Communication Commission
Bureau/Office

OUR FILE NUMBER
882,605-569

WRITER'S DIRECT DIAL
703-918-2720

WRITER'S E-MAIL ADDRESS
trosenberg@omm.com

September 11, 2002

ORIGINAL

BY HAND DELIVERY

Andrew S. Fishel, Managing Director
Federal Communications Commission
445 12^{th} Street, S.W.
Washington, D.C. 20554

Re: ***PSA Airlines, Inc.***
Petition for Waiver and/or Deferral of Fees Associated with Application File No. 0001024985

Dear Sir/Madam:

On behalf of PSA Airlines, Inc. ("PSA Airlines"), we hereby submit an original and four (4) copies of the enclosed petition requesting waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules. PSA Airlines respectfully requests that this waiver request be reviewed in association with the above-referenced application.

It is respectfully requested that you stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us for our files. Please contact the undersigned should any questions arise concerning this submission.

Very truly yours,

Todd D. Rosenberg

Todd D. Rosenberg
for O'Melveny & Myers LLP

Counsel to PSA Airlines, Inc.

SEP 11 11 53 AM '02

Enclosure

cc: Jeffery Tobias, Wireless Telecommunications Bureau **(via email)**
John Chudovan, Wireless Telecommunications Bureau **(via email)**

TC1:469182.1

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In the Matter of **PSA AIRLINES, INC., DEBTOR-IN POSSESSION** Petition for Waiver of §1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules; Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and, in the alternative, waiver of §1.1117(e) of the Commission's Rules pursuant to $1.3 of the Commission's Rules.	**File No. 0001024985**

To: Office of Managing Director

PETITION FOR
WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

PSA Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to $1.1 117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). ***See*** **Exhibit 1.** The Application was necessitated by PSA Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above

I. THE BAVKRUPTCV

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.[1] A copy of the bankruptcy filing is attached as **Exhibit 2.** With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number 0001024985.

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[1] *See In re US Airways* ***Group, Inc.**, et al.*, ***Debrors.*** Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, **(2)** Licensee, (3) US Airways, Inc. ("US Airways"), ***(4)*** Allegheny Airlines, Inc., **(5)** Piedmont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS') and **(8)** Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

II. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In *Mobile Media Corporation. et al.*, Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Supra. See also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); *In the Matter of Daniel R. Goodman, Receiver: Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. *See Melody Music, Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to pay a total of one-hundred fifty dollars (S150.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a ***pro forma*** transaction does not entail any real changes in control of the Licensee. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in ***Mobile Media, supra,*** this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under $1.1 I17 of the Commission's Rules.

B. The Fee Deferral **Is In** The **Public** Interest

As revised effective as of the date hereof, $1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement *to* pay the application filing fees at the time of filing **as** required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules. ***See also,*** *WAIT Radio v. FCC,* 418 F.2d 1153 (D.C. Cir. 1969), ***cert. denied,*** 409 U.S. 1027 (I 972).

* * * *

111. CONCLUSION

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application

Respectfully submitted,

By: /AD&

Todd D. Rosenberg
Richard J. Dyer

Counsel to PSA Airlines, Inc., Debtor-In-Possession

Dated: September 11, 2002

O'Melveny & Myers, LLP
1650 Tysons Boulevard, Suite 1150
McLean, Virginia 22102
Telephone: (703) 918-2720
Facsimile: (703) 918-2704

EXHIBIT 1

See attached application

FCC 603	FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 09/10/2002 at 10:04PM File Number: 0001024985

1) Application Purpose Assignment of Authorization	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application	File Number.
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a *pro forma* assignment of authorization or transfer of control? **Yes**
3b) If the answer to Item 3a is *'Yes'*, is this a notification of a *pro forma* transaction being filed under the Commission's forbearance for telecommunications licenses? **No**
4) For assignment of authorization only is this a partition and/or disaggregation? **No**
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. **No**
5b) If a feeable waiver request is attached. multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? **Yes**
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e g parents subsidiaries or commonly controlled entities) that are not included on form and lor which Commission approval is required? Yes
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not on this form and lor which Commission approval is required? **No**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished7 **Court** Order If required by applicable rule. attach as an exhibit a statement on how control is to be assigned or transferred along with copies of any contracts agreements instruments, certified copies of Court Orders, etc
9) The assignment of authorization or transfer of control of license is Involuntary

Licensee/Assignor Information

10) FCC Registration Number (FRN) **0004415857**			
11) First Name (if individual)	MI:	Last Name	Suffix
12) Entity Name (if not an individual) **PSA** Airlines. **Inc**			
13) Attention To Marshall **Swaringen**			
14) P O Box	And / Or	15) Street Address **5630 University Parkway**	
16) City **Winston-Salem**		17) Stale **NC**	18) Zip Code **27105**
19) Telephone Number **(336)744-4938**		20) FAX Number **(336)744-6321**	
21) E Mail Address **Marshall_Swaringen@usairways com**			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	American Indian or Alaska		Black or African-	Native Hawaiian or Other Pacific	

Race	Native	Asian	American	Islander	White:
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino:			
Gender	Female	Male			

26) P O Box	And / Or	27) Street Address
28) City		29) Slate / 30) Zip Code
31) Telephone Number		32) FAX Number

36) P O Box	And / Or	37) Street Address
38) C ty		39) State / 40) Zip Code
41) Telephone Number		42) FAX Number

Assignee/Transferee Information

44) The Assignee is a(n): **Corporalion**			
45) FCC Registration Number (FRN): **0004415857**			
46) First Name (if individual):	MI:	Last Name:	Suffix:
47) Entity Name (if other than Individual): **PSA Airlines. Inc., Debtor-in-Possession**			
48) Name of Real Party in Interest:			49) TIN:
51) P.O. Box:	And / Or	52) Street Addres	
53) City: **Winston-Salem**		54) State: **NC**	55) Zip Code: **27105**
58) E-Mail Address **Marshall_Swaringen@usairways.com**			

61) P O Box	And / Or	62) Street Address **1650 Tysons Boulevard, Suite 1150**
63) City **McLean**		64) Stale **VA** / 65) Zip Code **22102**
66) Telephone Number **(703)918-2720**		67) FAX Number **(703)918-2704**

Alien Ownership Questions

691 Is the Assignee or Transferee a foreign government or the representative of any foreign government?	No
70) Is the Assignee or Transleree an alien or the representative of an alien?	
71) Is the Assignee or Transferee a corporation organized under the laws 01 any foreign government?	No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign	No

	No

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license. construction permit denied by Commission? If 'Yes' attach exhibit explaining circumstances.	No
753 Has the Assignee or Transleree or any pany lo this application, or any pany directly or indirectiy controlling the Assignee or or any Party to this application ever been Convicted of a felony by any state or federal court? It 'Yes'. attach exhibit explaining	No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	No
77) Is the Assignee or Transleree. or any party directly or indirectly controlling the Assignee or Transferee currently a party in any matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances	No

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be until the consent of the Federal Communications Commission has been given. or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order,* 13 FCC Rcd. 6293(1998).			
2) The Assignor or Transferor certifies thal all statements made in this application and in the exhibits, attachments. or in documents by reference are material, are part of this application, and are **true,** complete, correct. and made in good faith.			
79) Typed or Printed Name of Pany Authorized to Sign			
First Name: Jennifer	MI: **C**	Last Name: **McGarey**	Suffix:
80) Title: Secretary			
Signature: Jennifer **C McGarey**	81) Date: **09/10/02**		

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers ***See Memorandum Opinion and Order,*** 13 FCC Rcd. 6293 (1998).
2) The Assignee or **Transferee** waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United **Slates** because of the previous use of the same. whether by license or otherwise, and requests an in accordance with this application.
3) The Assignee or Transleree certifies that grant of this application would not cause the Assignee or Transferee lo be In violation of any pertinent cross-ownership, attribution, or spectrum cap rule * *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the Outcome the waiver request.
4) The Assignee or Transferee **agrees to assume** all obligations and abide by all conditions imposed on **the** Assignor or Transferor under the *subject authorization(s),* unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for for any act done by. or **any** right accured **by,** or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and In the exhibits, attachments, or in documents incorporated by reference **are** material, are part of this application, and are true, complete. correct. and made in good faith
6) The Assignee or **Transferee** certifies thal neither it nor any other party to the application is subject lo a denial of Federal benefits pursuant Section 5301 of the Ant#-DrugAbuse Act of 1998, *21* U.S C § 862. because of a conviction lor possession or distribution of a controlled substance ***See*** Section 1 2002(b) of the rules, **47** CFR § 1.2002(b), lor the definition of 'party to the application-as used in this certification.
7) The applicant certifies that it either **(1)** has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 with this appilcation. or (31is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

F rst Name Jennifer	MI: C	Last Name McGarey	Suffix
83) Title Secretary			
S gnature Jennifer C McGarey	84) Date 09/10/02		

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR (U S Code Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U S Code. 47, Section 312(a)(1)) AND/OR FORFEITURE (U S Code Title 47, Section 503)

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KD50481	AL					
WPBU367	AL					
WPFE818	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions tor public burden estimate

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Heter to applicable auction rules tor method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies lhal they are eligible to obtain the licenses lor which they apply.

Far Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies lhal they are eligible to obtain the licenses lor which they apply and that they comply with the definition of a Publicly Corporation as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Contrc l Group Structur

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifie: that the applicant's sole control group member is a pre existing entity, if applicable.

For ;i Claiming **Eligibility** as a **ery Small Business, Very Small Business Consortium, Small Business,** or as a Small **Consortium**

Assignee certifies that they are eligible to obtain the licenses for which they apply.

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable.

For Assignees Claiming Eligibility **as a Rural** Telephone Company

Assignee certifies that they meet the definition of a Rural Teiephone Company as **set** out in the **applicable** FCC **rules** and must **disclose all** parties to agreement(s) to partition **licenses** won in this auction *See* applicable FCC **rules**

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a **result** of transfer of control must the **licensee** now claim a larger or higher category of eligibility than was originally

If 'Yes' the new category of eligibility of the licensee is

Certification Statement **for Transferees**

Transferee certifies that the answers **provided** in Item **4** are true and correct

Attachment Type	Date	Description	Contents
Other	09/10/02	Description of Transaction	0177866327742434584643101.pdf
Other	09/10/02	Bankruptcy Petition	0177866337742434584643101.pdf
Waiver	09/10/02	Waiver	0177866497742434584643101.pdf

EXHIBIT 1

DESCRIPTION OF TRANSACTION

PSA Airlines, Inc., Debtor-in-Possession ("Assignee") hereby submits its application for *pro forma* assignment of the licenses issued to **PSA** Airlines ("Licensee") by the Federal Communications Commission ("Commission") (the "Application"). As described below, the Application is filed in accordance with Section 1.948(c)(2) of the Commission's Rules, which requires that ***pro forma*** applications for assignment or transfer of control be filed when a licensee is subject to an involuntary change of ownership such as bankruptcy. **As** the Commission's Rules require that such applications be filed no later than 30 days after the event causing the involuntary assignment or transfer, the Application is timely filed.

US h a y s Group, Inc., ("Parent") filed a petition for relief under Chapter 11 of Title II of the United States Code along with seven of its wholly owned subsidiaries in the United States Bankruptcy Court, Eastern District of Virginia, on August 11, 2002.[1] With these filings, the legal status of each of Parent, Licensee, US Airways, Allegheny and Piedmont (collectively, the "Subsidiaries") was converted to "Debtor-in-Possession." The Subsidiaries currently hold radio licenses granted to them by the Commission used in connection with their operations **as** commercial airlines.

[1] ***See*** In re US Airways Group, Inc., et al., Debtors, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Coun, Eastern District of Virginia. The entities that tiled bankruptcy documents that gave them Debtor-&-Possession status were **(1)**Parent, (2) Licensee, (3) US Airways. Inc ("US Airways"), (4) Allegheny Airlines. Inc., ("Allegheny"). (5) Piedmont Airlines. Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC") None o f MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Coun are attached to the Applicaiion.

The Applications are necessary under the Commission's Rules simply to reflect the *pro forma* change in the status of the Licensee to Debtor-in-Possession pursuant to federal bankruptcy law. The bankruptcy proceeding does not change the ownership or management of the Licensee. This filing is made within 30 days of the August 11, 2002 bankruptcy filing and thus. it is timely filed pursuant to Section 1.948(c)(2).[2]

Pursuant to Section 1.1117 of the Commission's Rules, the parties are also filing a Petition for Waiver of Application Filing Fees & Deferral of Payment with the office of the Managing Director with respect to the application filing fees required in connection with the Application. A copy of the petition (which will be filed tomorrow) is attached to the Application.

The certifications made by Licensee and Assignee in the Application are qualified by the statements contained in rhis Exhibit I to the extent necessary.

FORM B1

United States Bankruptcy Court
Eastern District of Virginia

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): **US Airways Group, Inc.**	Name of Joint Debtor (Spouse) (Last, First Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): **USAir Group, Inc.**	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all): **54-1194634**	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): **2345 Crystal Drive Arlington, VA 22227**	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
County of Residence or of the Principal Place of Business: **Arlington**	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):

Type of Debtor (Check all boxes that apply)

- ☐ Individual(s)
- ☒ Corporation
- ☐ Partnership
- ☐ Other__________
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7
- ☒ Chapter 11
- ☐ Chapter 13
- ☐ Chapter 9
- ☐ Chapter 12
- ☐ Sec. 304 - Case ancillary to foreign proceeding

Nature of Debts (Check one box)

- ☐ Consumer/Non-Business
- ☒ Business

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form No. 3

Chapter 11 Small Business (Check all boxes that apply)

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101
- ☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Statistical/Administrative Information (Estimates only)*

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors

1-15	16-49	50-99	100-199	200-999	1000-over
☐	☐	☐	☐	☐	☒

Estimated Assets

$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	More than $100 million
☐	☐	☐	☐	☐	☐	☐	☒

Estimated Debts

$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	More than $100 million
☐	☐	☐	☐	☐	☐	☐	☒

Voluntary Petition

(This page must be comtleted and filed in every case)

Name of Debtor(s): US Airways Group, Inc.

Location Where Filed: **None**	Case Number	Date Filed
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)		
Name of Debtor **See Annex A**	Case Number	Date Filed
District:	Relationship	Judge:

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Signature of Debtor

Date

Exhibit A

To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☐ Exhibit A is attached and made a part of this petition

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☐ No

Signature of Attorney

/s/ John Wm. Butler, Jr.
Signature of Attorney for Debtor(s)

John Wm. Butler, Jr.
John K. Lyons
Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate, Meagher & Flom (Illinois)
Firm Name

333 West Wacker Drive
Chicago, IL 60606
Address

(312) 407-0700
Telephone Number

August 11, 2002

Signature of Attorney

/s/ Lawrence E. Rifken
Signature of Attorney for Debtor(s)

Lawrence E. Rifken (VSB No. 29037)
Printed Name of Attorney for Debtor(s)

McGuireWoods LLP
Firm Name

1750 Tysons Boulevard, Suite 1800
McLean, VA 22102-4215
Address

(703) 712-5000
Telephone Number

August 11, 2002
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ David N. Siegel
Signature of Authorized Individual
David N. Siegel
Printed Name of Authorized Individual
Authorized Signatory, US Airways Group, Inc.
Title of Authorized Individual
August 11, 2002
Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document.

If more than one person prepared this documents, attach additional sheets conforming to the appropriate official form for each person.

Signature of Bankruptcy Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Annex A - ,Affiliate Debtors

On the dare hereof. the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Coun for the Eastern District of Virginia:

1. US Airways Group. Inc.
2. US Airways. Inc.
3. Allegheny Airlines, Inc.
4. **PSA** Airlines. Jnc.
5. Piedmont Airlines, Inc.
6. MidAtlantic Airways, Inc.
7. US Airways Leasing and Sales, lnc
8. Material Services Company, Inc.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

-x

In re

Chapter 11

US Airways Group, Inc

Case No. 02-_

Debtor

-------------------------------x

Exhibit "A" to Voluntary Petition

1 The Debtor's common stock is registered under section 12 of the Securities Exchange Act of 1934 The Debtor's SEC file number is 1-8444

2 The following unaudited financial daw is derived from the Debtor's books and records as of March 31, 2002. which are unaudited. The Debtor does not certify as to the accuracy of this information.

a.	Total assets	$7,807,000,000
b	Total debts (including debts listed in 2 c., below)	$7,830,000,000
c	Debt securities held by more than 500 holders	0
d	Number of shares of preferred stock	0 issued and outstanding 8,000,000[1] authorized
c	Number of shares common stock:	68,133,000[2] issued and outstanding 150,000,000 authorized

3. Brief description of Debtor's business

The Company's primary business activity is the ownership of the common stock of US Airways, Inc. ("USAI"), Allegheny Airlines, Inc , Piedmont Airlines, Inc . PSA Airlines, Inc., Mid Atlantic Airways, Inc., US Airways Leasing and Sales, Inc , Material Services Company, Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail

1 Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock.

2 At April 30, 2002.

4 List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor

Aon Fiduciary Counselors, Inc.
601 Pennsylvania Avenue, N.W., Suite 900
South Building
Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

In re:	Chapter 11
US Airways Group, Inc.,	Case No. 02-_______
Debtor.	

CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis. based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors") The Debtors believe that his list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on. the Debtors [1]

The list is prepared in accordance with Fed R Bankr P 1007(d) for filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims [2]

1 The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

2 The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
1	**J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION** Douglas Wilson One Oxford Centre 301 Grant Street, Suite 1100 Pittsburgh, PA 15219 USA	Phone: (412) 291-2080 Fax: (412) 751-9301	Unsecured Facilities Loan	C	$ 71,140,000
2	**WILMINGTON TRUST COMPANY** Robert P. Hines, Jr. Financial Services Officer, Corporate Trust Rodney Square North 1100 North Market Street Wilmington, DE 19890 USA	Phone: (302) 636-6197 Fax: (302) 636-4140	Trade - Aircraft Deferred Payments	C U D	$ 49,989,085
3	**ELECTRONIC DATA SYSTEMS CORPORATION** Doug Frederick President, Operation Solutions 5400 Legacy Drive Mail Drop H3-5C-47 Plano, TX 75024 USA	Phone: (972) 797-4069 Fax: (972) 605-4555	Trade - Contractual	C D	$ 46,909,431
4	**STATE STREET BANK AND TRUST CO.** E. Decker Adams Vice President Global Investor Services Group Corporate Trust, P.O. Box 778 Boston, MA 02102 USA	Phone: (617) 662-1754 Fax: (617) 662-1456	Trade - Aircraft Deferred Payments	C U D	$ 36,114,451
5	**FIRST UNION NATIONAL BANK** Robert L. Bice, Jr Corporate Trust Department 401 South Tryon Street Charlotte, NC 28288 USA	Phone: (704) 715-3021 Fax: (704) 374-6682	Trade - Aircraft Deferred Payments	C U D	$ 16,285,791
6	**GENERAL ELECTRIC CAPITAL CORP.** Ron Wainshal GE Capital Aviation Services-Structured Finance 201 High Ridge Road Stamford, CT 06927 USA	Phone: (203) 316-7560 Fax: (203) 961-6906	Trade - Aircraft Deferred Payments	C U D	$ 12,
7	**AIRLEASE** Jad Mansour 555 California Street San Francisco, CA 94104 USA	Phone: (415) 765-1848 Fax: (415) 765-1817	Trade - Return Claims	C D	$ 5,814,634
8	**ALLEGHENY COUNTY AIRPORT** Edward Moeller 1000 Airport Blvd. Pittsburgh, PA 15231 USA	Phone: (412) 472-5559 Fax: (412) 472-5725	Trade - Airport Authority	N/A	$ 4,589,836
9	**CITY OF PHILADELPHIA** Leslie Turner Philadelphia International Airport Philadelphia, PA 19153 USA	Phone: (215) 937-5480 Fax: (215) 937-5480	Trade - Airport Authority	N/A	$ 3,167,485
10	**CITY OF CHARLOTTE AIRPORT** Carrie Blackwell 5501 Rc Josh Birmingham Parkway Charlotte, NC 28219 USA	Phone: (704) 359-4023 Fax: (704) 359-4950	Trade - Airport Authority	N/A	$ 2,566,909

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
11	**LSG SKY CHEFS** Mike Mesko 524 E Lamar Blvd Arlington, TX 76011 USA	Phone: (817) 792-2303 Fax: (817) 792-2460	Trade -Food Service	N/A	$ 2,542,873
12	**DEBIS** Tim Bergin 100 Ne Third Ave Suite 800 Ft. Lauderdale, FL 33301 USA	Phone: (954) 760 7777 Fax: (954) 760 7716	Trade -Return Claims	C D	$ 1,830,017
13	**BOEING COMMERCIAL AIRPLANES** Jennifer Bergsma 635 Park Ave. N. Mail Code Ms 6X Uj AttnCashier Ms 6X Cf Renton, WA 98055 USA	Phone: (206) 655-1131 Fax: (425) 237-3830	Trade -Aircraft Parts/Maintenance	N/A	$ 1,297,012
14	**AIR CARGO INCORPORATED** Jenny White 1819 Bay Ridge Ave Annapolis, MD 21403 USA	Phone: (410) 280-5568 Fax: (410) 263-8208	Trade -Cargo Handling	N/A	$ 1,269,841
15	**BOEING CAPITAL** Scott Nicholson 500 Naches Ave Sw 3Rd Floor Mc 6Y-14 Renton, WA 98055 USA	Phone: (425) 393-0970 Fax: (425) 393-2904	Trade -Aircraft Deferred Payments	C U D	$ 1,090,000
16	**INTERBORO SCHOOL DISTRICT** Pamela Powell Philadelphia International Airport Terminal E Philadelphia, PA 19153 USA	Phone: (610)461-6700 Fax. (610) 461-6700	Trade -Airport Authority	N/A	$ 1,058,793
17	**FAIRCHILD DORNIER (NA)** Ed Merhot 10823 North East Entrance San Antonio, TX 78216 USA	Phone: (210) 804-7719 Fax: (210) 824-3021	Trade -Aircraft Parts/Maintenance	N/A	$ 907,030
18	**CHARLES E SMITH COMMERCIAL REALTY** Vicki Lauren 2345 Crystal Drive Arlington, VA 22202 USA	Phone: (703)769-1254 Fax: (703)769-1190	Trade -Real Estate Services	N/A	$ 893,382
19	**SAN FRANCISCO AIRPORTS COMMISSION** Jess Balageas San Fransisco International Airport 6Th Floor Rm 644 San Fransisco, CA 94128 USA	Phone (650)821-2843 Fax: (650)821-2846	Trade -Airport Authority	N/A	$ 841,464
20	**AIRPLANES GROUP** Fiona Roche Aviation House Shannon Co. Claire, Ireland	Phone: 353 61 706392 Fax: 353 86 8166392	Trade -Return Claims	C D	$ 798,968

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
21	**UNITED HEALTHCARE** Rory Doty 22703 Network Place Chicago, IL 60673-1227 USA	Phone (813)818-5613 Fax: (813)854-3359	Trade - Medical & Dental	N/A	$ 777,096
22	**THE ROYAL BANK OF SCOTLAND** Francis Carey Manager - Syndicated Loans Agency 135 Bishopsgate 5Th Floor London, EC2M 3UR Great Britain	Phone 020 7648 3814 Fax: 020 7615 0106	Trade - Aircraft Deferred Payments	C U D	$ 753,908
23	**HONEYWELL INTERNATIONAL INC** Lori Habeger 875 W Elliot Rd Ste 106 Tempe, AZ 85284 USA	Phone (913)712-0400 Fax: (913)712-5867	Trade - Aircraft Parts/Maintenance	N/A	$ 687,911
24	**HAMILTON SUNDSTRAND** Steven Gabscheid 4747 Harrison Ave. Rockford, IL 61125 USA	Phone (815)394-2945 Fax: (815)394 3558	Trade - Aircraft Parts/Maintenance	N/A	$ 608,642
25	**ROCKWELL COLLINS** Brian J. Seeber 400 Collins Rd. Ne Cedar Rapids, IA 52498 USA	Phone: (319)295-3293 Fax: (319)295-4092	Trade - Aircraft Parts/Maintenance	N/A	$ 585,646
26	**HIGHWOODS FORSYTH LTD PARTNERSHIP** Allison Saucy 380 Knollwood Street Ste 430 Winston Salem, NC 27103 USA	Phone: (336)631-9000 Fax: (336)725-1969	Trade - Aircraft Parts/Maintenance	N/A	$ 575,746
27	**TOWERS PERRIN** Mark Duncan 1500 Market Street Philadelphia, PA 191024790 USA	Phone: (416)960-2700 Fax: (416)960-2819	Trade - Other Professional	N/A	$ 567,848
28	**GREATER ORLANDO AVIATION AUTHORITY** Patti Everst One Airport Blvd Orlando, FL 32827 USA	Phone: (407)825-2017 Fax: (407)825-2259	Trade - Airport Authority	N/A	$ 548,574
29	**HILLSBOROUGH COUNTY AVIATION AUTHORITY** Ginny Brewer Tampa International Airport 3Rd Level Tampa, FL 33607 USA	Phone (813)870-8700 Fax: (813)875-6670	Trade - Airport Authority	N/A	$ 502,340
30	**GOODRICH FAIRHOPE SERVICE** Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerostructures Grp [illegible]	Phone: (251)952-3377 Fax (251)952-3376	Trade - Aircraft Parts/Maintenance	N/A	$ 404,727

[1] For the purposes of this list, the Debtors have not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured, what portion, if any, of the total claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Gruup, Inc., declare under penally of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knouledgc, information and belief

Date: August 11, 2002

Signature: /s/ David N. Siegel
Authorized Signatory
US Airways Group, Inc.

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

In re

US Airways Group, Inc

Debtor(s)

Care No. 02-

Chapter 11

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

ALEXANDRIA DIVISION

Cities:
- ❑ Alexandria-510
- ❑ Fairfax-600
- ❑ Falls Church-610
- ❑ Manasas-683
- ❑ Manassas Park-685

Counties:
- ☒ Arlington-013
- ❑ Fairfax-059
- ❑ Fauquier-061
- ❑ Loudoun-107
- ❑ Prince William-153
- ❑ Stafford-179

RICHMOND DIVISION

Cities:
- ❑ Richmond (city)-760
- ❑ Colonial Heights-570
- ❑ Emporia-595
- ❑ Fredericksburg-630
- ❑ Hopewell-670
- ❑ Petersburg-730

Counties:
- ❑ Amelia-007
- ❑ Brunswick-025
- ❑ Caroline-033
- ❑ Charles City-036
- ❑ Chesterfield-041
- ❑ Dinwiddie-053
- ❑ Essex-057
- ❑ Goochland-075
- ❑ Greensville-081
- ❑ Hanover-085
- ❑ Henrico-087
- ❑ King and Queen-097
- ❑ King George-099
- ❑ King William-101
- ❑ Lancaster-103
- ❑ Lunenburg-111
- ❑ Mecklenburg-117
- ❑ Middlesex-119
- ❑ New Kent-127
- ❑ Northumberland-133
- ❑ Nottoway-135
- ❑ Powhatan-145
- ❑ Prince Edward-147
- ❑ Prince George-149
- ❑ Richmond(county)-159
- ❑ Spotsylvania-177
- ❑ Surry-181
- ❑ Sussex-183
- ❑ Westmoreland-193

NORFOLK DIVISION

Cities:
- ❑ Norfolk-710
- ❑ Cape Charles-535
- ❑ Chesapeake-550
- ❑ Franklin-620
- ❑ Portsmouth-740
- ❑ Suffolk-800
- ❑ Virginia Beach-810

Counties:
- ❑ Accomack-001
- ❑ Isle of Wighr-093
- ❑ Northampton-131
- ❑ Southampton-175

NEWPORT NEWS DIVISION

Cities:
- ❑ Newport News-700
- ❑ Hampton-650
- ❑ Poquoion-735
- ❑ Williamsburg-830

Counties:
- ❑ Gloucester-073
- ❑ James City-095
- ❑ Mathews-115
- ❑ York-199

Date: August 11, 2002

/s/ Lawrence E Rifken

Signature of Attorney or Pro Se Debtor

❑ There is a bankruptcy case concerning debtor's affiliate general pannrr, or partnership pending in this Division

Signature of Joint **Debtor** (if case is a joint case and debtors are not represented by an attorney)

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group, Lnc. (the "Corporatior a Delaware corporation, DO HEREBY CERTLFY, that attached hereto is a I e and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10,2002. at which meeting a quorum was present and acting throughout. Such resolutions are in full force and effect on the date hereof.

1 have hereunto set my hand this 1 Ith day of August 2002

/s/ Jennifer C. McGarey
Jennifer C. McGarey

RESOLUTIONS
ADOPTED BY BOARD OF DIRECTORS OF
US AIRWAYS GROUP, INC.

The following resolutions were duly adopted by the Board at a special meeting duly held by telephonic conference on August 10, 2002, at which all directors present were able to speak and hear each other. and such resolutions have not been amended or rescinded and are now in full force and effect:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of US Airways Group, Inc. (the "Corporation"), its creditors, stockholders. and other interested parties that a petition be tiled by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be. and each hereby is, authorized and directed on behalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall determine:

FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and each hereby is, authorized to execute and file or cause to be executed and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securities LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED. that the law firm, McGuireWoods LLP be. and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is. employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule **A** (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further actionand to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine:

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such further agreements, documents, certificates and undertakings. and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation. each of the Authorized Signatories of the Corporation be. and they hereby are, authorized and directed to take or cause to be taken all such further actions. to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken by the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Schedule A

Subsidiaries

US Airways, Inc.

Allegheny Airlines, Inc

PSA Airlines, Inc.

Piedmont Airlines. Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc

Material Services Company. Inc.

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In the Matter of **PS.4 AIRLINES, INC., DEBTOR-IN POSSESSION** Petition for Waiver of §1.1102 of the Commission's Rules in Connection with Application Filing **Fees** Associated with ***Pro Forma*** Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules; Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and, in the alternative, waiver of §1.1117(e) of the Commission's Rules pursuant to § 1.3 of the Commission's Rules.	**File No.** _______________________

To: Office of Managing Director

PETITION FOR
WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

PSA Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby **seeks** a waiver of 51.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for ***pro*** *forma*, involuntary assignment of licenses ("Application"). ***See*** **Exhibit 1**. The Application was necessitated by PSA Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

I. <u>THE BANKRUPTCY</u>

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.[1] A copy of the bankruptcy filing is attached as **<u>Exhibit 2</u>**. With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number

---

[1] *See In re US Airways Group, Inc., et al., Debtors*, Chapter 11 Case No. 02-83984-91(SSM), Hon. Stephen S. Mitchell, Joinrly Administered, United Stares Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent. *(2)* Licensee. (3) US Airways, Inc ("US Airways"), *(4)* Allegheny Airlines, Inc., ***(5)*** Picdrnont Airlines, Inc., ("Piedmont"), (6) MidAtlantic Airlines, Inc ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc ("UALS") and (8) Material Services Company, Inc ("MSC") None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United Stales Bankruptcy Court are atiachcd to the Application.

II. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In *Mobile Media Corporation, et al.*, Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999). ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." ***Supra.*** *See also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,''); *In the Matter of Daniel R. Goodman, Receiver;* ***Dr.*** *Robert Chan, Petition for* ***Waiver*** *of Sections 90.633(c) and 1.1102 of the* ***Commission's*** *Rules*, Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. *See Melody Music. Inc. v. FCC*, 345 F.2d 730, 733 (D.C. Cir. 1965). **As** set forth above, Licensee has tiled for Chapter 11 bankruptcy and has been awarded Debtor-m-Possession status. In the absence of a waiver, the parties will be required to pay a total of one-hundred fifty dollars ($150.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent. should be avoided because of the bankruptcy, particularly so because a ***pro*** *forma* transaction does mt entail any real changes in control of the Licensee. **As** stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media, supra,* this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.1117 of the Commission's Rules.

B. The Fee Deferral Is Jn The Public Interest

As revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing **as** required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions as codified in §1.3 of the Commission's Rules. See *also, **WAIT** Radio **v.** FCC,* 418 F.2d 1153 (D.C. Cir. 1969), *cert. denied,* 409 **U.S.** I027 (1972).

* * * *

111. CONCLUSION

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this pehtion for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application

Respectfully submitted

By: ____________________

Todd D. Rosenberg
Richard J. Dyer

Counsel to **PSA** Airlines, Inc., Debtor-In-Possession

Dated: September 11, 2002

O'Melveny & Myers, LLP
1650 Tysons Boulevard, Suite 1150
McLean, Virginia 22102
Telephone: (703) 918-2720
Facsimile: (703) 918-2704

EXHIBIT 1

See attached application.

EXHIBIT 2

See attached bankruptcy petition.

EXHIBIT 2

See attached bankruptcy petition.

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FORM B1

United States Bankruptcy Court
Eastern District of Virginia

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): **US Airways Group, Inc.**	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): **USAir Group, Inc.**	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all): **54-1194634**	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): **2345 Crystal Drive Arlington, VA 22227**	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
County of Residence or of the Principal Place of Business: **Arlington**	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (if different from street address above):

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply)

☐ Individual(s) ☐ Railroad
☒ Corporation ☐ Stockbroker
☐ Partnership ☐ Commodity Broker
☐ Other

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13
☐ Chapter 9 ☐ Chapter 12
☐ Sec. 304 - Case ancillary to foreign proceeding

Nature of Debts (Check one box)

☐ Consumer/Non-Business ☒ Business

Chapter 11 Small Business (Check all boxes that apply)

☐ Debtor is a small business as defined in 11 U.S.C. § 101
☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Filing Fee (Check one box)

☒ Full Filing Fee attached
☐ Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.

Statistical/Administrative Information (Estimates only)*

THIS SPACE IS FOR COURT USE ONLY

☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over
	☐	☐	☐	☐	☐	☒

	$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	More than $100 million
Estimated Assets	☐	☐	☐	☐	☐	☐	☐	☒
Estimated Debts	☐	☐	☐	☐	☐	☐	☐	☒

(Official Form 1) (9/01)

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): **US Airways Group, Inc.**	**FORM B1**, Page 2

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location Where Filed: **None**	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: **See Annex A**	Case Number:	Date Filed:
District:	Relationship:	Judge:

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X ______________________________
Signature of Joint Debtor

____
Telephone Number (if not represented by attorney)

____
Signature of Debtor

____
Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit A is attached and made a part of this petition

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

____
Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☐ No

Signature of Attorney

/s/ John Wm. Butler, Jr.
Signature of Attorney for Debtor(s)

John Wm. Butler, Jr.
John K. Lyons
Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate, Meagher & Flom (Illinois)
Firm Name

333 West Wacker Drive
Chicago, IL 60606
Address

(312) 407-0700
Telephone Number

August 11, 2002
Date

Signature of Attorney

/s/ Lawrence E. Rifken
Signature of Attorney for Debtor(s)

Lawrence E. Rifken (VSB No. 29037)
Printed Name of Attorney for Debtor(s)

McGuireWoods LLP
Firm Name

1750 Tysons Boulevard, Suite 1800
McLean, VA 22102-4215
Address

(703) 712-5000
Telephone Number

August 11, 2002
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ David N. Siegel
Signature of Authorized Individual

David N. Siegel
Printed Name of Authorized Individual

Authorized Signatory, US Airways Group, Inc.
Title of Authorized Individual

August 11, 2002
Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

____
Printed Name of Bankruptcy Petition Preparer

____
Social Security Number

____
Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this documents, attach additional sheets conforming to the appropriate official form for each person.

X ______________________________
Signature of Bankruptcy Preparer

____
Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Annex A - Affiliate Debtors

On the date hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

1. US Airways Group. Inc.
2. US Airways, Inc.
3. Allegheny Airlmes, Inc.
4. PSA Airlines. Inc.
5. Piedmont Airlines. Inc.
6. MidAtlantic Airways, Inc.
7. US Airways Leasing and Sales, Inc
8. Material Services Company, Inc.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALLX4NDRIA DIVISION

- -

In re

Chapter 11

US Airways Group. Inc.,

Case No 02

Debtor.

-x

Exhibit "A" lo Voluntary Petition

1. The Debtor's common stock is registered under section 1?of the Securities Exchange Act of 1934. The Debtor's SEC file number is 1-8444.

2. The following unaudited financial data is derived from the Debtor's hooks and records as of March 31, 2002. which arc unaudited. The Debtor dues not certify as to the accuracy of this information.

a.	Total assets	$7.807.000,000
h	Total debts (including dchh listed in 2 c., below)	$7.830.000.000
c	Debt securities held by more than 500 holders	0
d	Numhcr of shares of preferred stock	0 issued and outstanding 8,000,000[1] authorized
e	Numhcr of shares common slock	68,133,000[2] issued and outstanding 150,000,000 authorized

3. Brief description of Debtor's business:

The Company's primary business activity is the ownership of the common stock of US Airways, Inc. ("USA I") Allegheny Airlines. Inc , Piedmont Airlines. Inc , PSA Airlines, Inc., Mid Atlantic Airways. Inc.. US Airways Leasing and Sales. Inc , Material Services Company, Inc and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail

1 Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock

2 At April 30. 2002.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc.
601 Pennsylvania Avenue, N.W., Suite 900
South Building
Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

- -

In re

Chapter 11

US Airways Group, Inc.,

Case No 02-____________

Debtor

- -

CONSOLIDATED LIST *OF* CREDITOHS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding rhe **30** largest unsecured claims. as of approximately August 2, 2002 This list has been prepared on a consolidated basis. based upon he books and *records* of the debtor and certain affiliated entities that have contemporaneously commenced chapler **11** cases in this Courl (collectively. the "Debtors"). Thr Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on. the Debtors.[1]

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The list docs not include (1) persons who come within he definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors. unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims [2]

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[1] The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

[2] The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff. as appropriate.

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
1	J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION Douglas Wilson One Oxford Centre 301 Grant Street, Suite 1100 Pittsburgh, PA 15219 USA	Phone: (412) 291-2080 Fax: (412) 751-9301	Unsecured Facilities Loan	C	$ 71,140,000
2	WILMINGTON TRUST COMPANY Robert P. Hines, Jr Financial Services Officer, Corporate Trust Rodney Square North 1100 North Market Street Wilmington, DE 19890 USA	Phone: (302) 636-6197 Fax: (302) 636-4140	Trade - Aircraft Deferred Payments	C U D	$ 49,989,085
3	ELECTRONIC DATA SYSTEMS CORPORATION Doug Frederick President, Operation Solutions 5400 Legacy Drive Mail Drop H3-5C-47 Plano, TX 75024 USA	Phone: (972) 797-4069 Fax: (972) 605-4555	Trade - Contractual	C D	$ 46,909,431
4	STATE STREET BANK AND TRUST CO. E. Decker Adams Vice President Global Investor Services Group Corporate Trust, P.O. Box 778 Boston, MA 02102 USA	Phone: (617) 662-1754 Fax: (617) 662-1456	Trade - Aircraft Deferred Payments	C U D	$ 36,114,451
5	FIRST UNION NATIONAL BANK Robert L. Bice, II Corporate Trust Department 401 South Tryon Street Charlotte, NC 28288 USA	Phone: (704) 715-3021 Fax: (704) 374-6682	Trade - Aircraft Deferred Payments	C U D	$ 16,285,791
6	GENERAL ELECTRIC CAPITAL CORP. Ron Warnshal GE Capital Aviation Services-Structured Finance 201 High Ridge Road Stamford, CT 06927 USA	Phone: (203) 316-7560 Fax: (203) 961-6906	Trade - Aircraft Deferred Payments	C U D	$ 12,795,060
7	AIRLEASE Jad Mansour 555 California Street San Francisco, CA 94104 USA	Phone: (415) 765-1848 Fax: (415) 765-1817	Trade - Return Claims	C D	$ 5,814,634
8	ALLEGHENY COUNTY AIRPORT Edward Moeller 1000 Airport Blvd. Pittsburgh, PA 15231 USA	Phone: (412) 472-5559 Fax: (412) 472-5725	Trade - Airport Authority	N/A	$ 4,589,836
9	CITY OF PHILADELPHIA Leslie Turner Philadelphia International Airport Philadelphia, PA 19153 USA	Phone: (215) 937-5480 Fax: (215) 937-5480	Trade - Airport Authority	N/A	$ 3,167,485
10	CITY OF CHARLOTTE AIRPORT Carrie Blackwell 5501 Rc Josh Birmingham Parkway Charlotte, NC 28219 USA	Phone: (704) 359-4023 Fax: (704) 359-4950	Trade - Airport Authority	N/A	$ 2,566,909

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
11	**LSG SKY CHEFS** Mike Mesko 524 E Lamar Blvd Arlington, TX 76011 USA	Phone (817) 792-2303 Fax: (817) 792-2460	Trade -Food Service	N/A	$ 2,542,873
12	**DEBIS** Tim Bergin 100 Ne Third Ave Suite 800 Ft. Lauderdale, FL 33301 USA	Phone: (954) 760 7777 Fax: (954) 760 7716	Trade -Return Claims	C D	$ 1,830,017
13	**BOEING COMMERCIAL AIRPLANES** Jennifer Bergsma 635 Park Ave N. Mail Code Ms 6X Uj AttnCashier Ms 6X Cf Renton, WA 98055 USA	Phone: (206) 655-1131 Fax: (425) 237-3830	Trade -Aircraft Parts/Maintenance	N/A	$ 1,297,012
14	**AIR CARGO INCORPORATED** Jenny White 1819 Bay Ridge Ave Annapolis, MD 21403 USA	Phone: (410) 280-5568 Fax: (410) 263-8208	Trade -Cargo Handling	N/A	$ 1,269,841
15	**BOEING CAPITAL** Scott Nicholson 500 Naches Ave Sw 3Rd Floor Mc 6Y-14 Renton, WA 98055 USA	Phone (425) 393-0970 Fax: (425) 393-2904	Trade -Aircraft Deferred Payments	C U D	$ 1,090,000
16	**INTERBORO SCHOOL DISTRICT** Pamela Powell Philadelphia International Airport Terminal E Philadelphia, PA 19153 USA	Phone: (610)461-6700 Fax: (610) 461-6700	Trade -Airport Authority	N/A	$ 1,058,793
17	**FAIRCHILD DORNIER (NA)** Ed Meihot 10823 North East Entrance San Antonio, TX 78216 USA	Phone: (210) 804-7719 Fax: (210) 824-3021	Trade -Aircraft Parts/Maintenance	N/A	$ 907,030
18	**CHARLES E SMITH COMMERCIAL REALTY** Vicki Lauren 2345 Crystal Drive Arlington, VA 22202 USA	Phone: (703)769-1254 Fax: (703)769-1190	Trade -Real Estate Services	N/A	$ 893,382
19	**SAN FRANCISCO AIRPORTS COMMISSION** Jess Balageas San Fransisco International Airport 6Th Floor Rm 644 San Fransisco, CA 94128 USA	Phone: (650)821-2843 Fax: (650)821-2846	Trade -Airport Authority	N/A	$ 841,464
20	**AIRPLANES GROUP** Fiona Roche Aviation House Shannon Co. Claire, Ireland	Phone: 353 61 706392 Fax: 353 86 8166392	Trade -Return Claims	C D	$ 798,968

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
21	UNITED HEALTHCARE Rory Dory 22703 Network Place Chicago, IL 60673-1227 USA	Phone: (813)818-5613 Fax: (813)854-3359	Trade -Medical & Dental	N/A	$ 777,096
22	THE ROYAL BANK OF SCOTLAND Francis Carey Manager - Syndicated Loans Agency 135 Bishopsgate 5Th Floor London, EC2M 3UR Great Britain	Phone: 020 7648 3814 Fax: 020 7615 0106	Trade -Aircraft Deferred Payments	C U D	$ 753,908
	Lori Habeger 875 W Elliot Rd Ste 106 Tempe, AZ 85284 USA	Fax: (913)712-5867	Parts/M		
24	HAMILTON SUNDSTRAND Steven Gabscheid 4747 Harrison Ave. Rockford, IL 61125 USA	Phone: (815)394-2945 Fax: (815)394-3558	Trade -Aircraft Parts/Maintenance	N/A	$ 608,642
25	ROCKWELL COLLINS Brian J. Seeber 400 Collins Rd Ne Cedar Rapids, IA 52498 USA	Phone: (319)295-3293 Fax: (319)295-4092	Trade -Aircraft Parts/Maintenance	N/A	$ 585,646
26	HIGHWOODS FORSYTH LTD PARTNERSHIP Allison Saucy 380 Knollwood Street Ste 430 Winston Salem, NC 27103 USA	Phone: (336)631-9000 Fax: (336)725-1969	Trade -Aircraft Parts/Maintenance	N/A	$ 575,746
27	TOWERS PERRIN Mark Duncan 1500 Market Street Philadelphia, PA 19102-4790 USA	Phone: (416)960-2700 Fax: (416)960-2819	Trade -Other Professional	N/A	$ 567,848
28	GREATER ORLANDO AVIATION AUTHORITY Patti Everst One Airport Blvd Orlando, FL 32827 USA	Phone: (407)825-2017 Fax: (407)825-2259	Trade -Airport Authority	N/A	$ 548,574
29	HILLSBOROUGH COUNTY AVIATION AUTHORITY Ginny Brewer Tampa International Airport 3Rd Level Tampa, FL 33607 USA	Phone: (813)870-8700 Fax: (813)875-6670	Trade -Airport Authority	N/A	$ 502,340
30	GOODRICH FAIRHOPE SERVICE Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerostructures Grp Foley, AL 36535 USA	Phone: (251)952-3377 Fax: (251)952-3376	Trade -Aircraft Parts/Maintenance	N/A	$ 404,727

[1] For the purposes of this list, the Debtors have not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured, what portion, if any, of the total claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Group, Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief

Date: August 11, 2002

Signature: /s/ David N. Siegel
Authorized Signatory
US Airways Group, Inc

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

In re

US Airwavs Group, Inc.

Case No. 02-

Chapter II

Debtor(s)

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the tiling of the bankruptcy petition in the indicated city or county [check one box only]:

ALEXANDRIA DIVISION

Cities:
- 7 Alexandria-510
- 3 Fairfax-600
- 7 Falls Church-610
- ❑ Manassas-683
- ❑ Manassas Park-685

Counties:
- ☐ Arlington-013
- ❑ Fairfax-059
- 3 Fauquier-061
- ❑ Loudoun-107
- 7 Prince Willlain-153
- 3 Stafford-179

RICHMOND DIVISION

Cities:
- ❑ Richmond (city)-760
- 7 Colonial Heights-570
- ❑ Emporia-595
- ❑ Fredericksburg-630
- 3 Hoprwcll-670
- 7 Petersburg-730

Counties:
- 7 Amelia-007
- ❑ Brunswick-025
- 3 Caroline-033
- 7 Charles City-036
- ❑ Chesterfield-041
- 7 Dinwiddie-053
- ❑ Essex-057
- ❑ Goochland-075
- 7 Greensville-081
- ❑ Hanovcr-085
- 7 Henrico-087
- ❑ King and Queen-097
- 3 King George-099
- ❑ King William-101
- ❑ Lancaster-103
- 3 Lunenburg-111
- 7 Mecklenburg-117
- ❑ Middlesex-119
- 3 Nrw Kent-127
- O Northumberland-133
- 3 Notloway-135
- O Powhatan-145
- 3 Princc Edward-147
- 7 Prince George-149
- ❑ Richmond(county)-159
- ❑ Spotsylvania-177
- ❑ Surry-181
- ❑ Sussex-183
- 3 Westmoreland-193

NORFOLK DIVISION

Cities:
- ❑ Norfolk-710
- ❑ Cape Charles-535
- O Chesapeake-550
- ❑ Franklin-620
- ❑ Portsmouth-740
- O Suffolk-800
- ❑ Virginia Beach-810

Counties:
- 3 Accomack-001
- O Isle of Wight-093
- 3 Northampton-131
- ❑ Southampton-175

NEWPORT NEWS DIVISION

Cities:
- ❑ Newport News-700
- ❑ Hampton-650
- ❑ Poquoson-735
- ❑ Williamsburg-830

Counties:
- ❑ Gloucester-073
- 3 James City-095
- ❑ Mathews-115
- 3 York-199

Dare: August 11, 2002

/s/ Lawrence E Rifken

Signature nf Attnrncy or *Pro Se* Debtor

❑ There is a bankruptcy case concerning debtor's affiliate general partner, or partnership pending in this Division

Signature **of Joint Debtor** (if case is a joint case and debtors are not represented by an attorney)

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I, JENNIFER C. MCGAREY. Secretary of the US Airways Group, Inc. (the "Corporation") a Delaware corporation. DO HEREBY CERTIFY, that atrached hereto is a true and correct copy of the resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10, 2002. at which meeting a quorum was present and acting throughout. Such resolurions are in full force and effect on the date hereof.

I have hereunto set my hand this 11th day of August 2002.

/s/ Jennifer C. McGarey
Jennifer C. McGarey

RESOLUTIONS
ADOPTED BY BOARD OF DIRECTORS OF
US AIRWAYS GROUP. INC.

The following rcsolutions were duly adopted by the Board at a spccial mceting duly held by telephonic conference on August 10, 2002, at which all directors present werc ablc to speak and hear each other, and such resolutions have not bcen amcndcd or rescinded and are now in full forcc and effect:

WHEREAS, in the judgment of the Board. it is desirable and in the best intcrcsts of US Airways Group, Inc. (thc "Corporation"), its creditors, stockholders, and other intcrested parties that a petition bc filed by the Corporation seeking relief undcr the provisions of chapter 11 of title 11, Unitcd States Code (the "Bankruptcy");

NOW THEREFORE BE IT RESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") be, and cach hereby is, authorized and directed on bchalf of this Corporation to execute and verify a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the samc to be filed in thc Unitcd States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on bchalf of this Corporation shall determine;

FURTHER RESOLVED, that thc Authorized Signatories or any one of them be, and cach hereby is, authorized to execute and file or causc to be cxccutcd and filed (or direct others to do so on their behalf as provided herein) all neccssary documcnts, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in that connection to cmploy and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 casc;

FURTHER RESOLVED, that the law firm of Skadden, Arps, Slatc, Meagher & Flom LLP, 4 Timcs Squarc, New York, New York 10036-6522, and its affiliated partncrships, be, and hereby are, cmployed and retained as counsel for the Corporation in thc chapter 11 case;

FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securitics LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC be, and hereby arc, cmploycd and retained as fmancial advisors and investment bankers for thc Corporation in the chapter 11 casc;

FURTHER RESOLVED, that the law firm, McGuireWoods LLP bc. and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case:

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case;

FURTHER RESOLVED. that PricewaterhouseCoopers LLP he, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP be, and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporationas the majority stockholder of each of the subsidiaries listed on attached Schedule A (each a "<u>Subsidiary</u>" and collectively the "<u>Subsidiaries</u>"), hereby is authorized and empowered to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertakings, and to incur all such fees and expenses as in theirjudgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

causc to be executcd or delivered all such furthcragreements, documents. certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of thc foregoing rcsolutions;

FURTHER RESOLVED. that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation. each of thc Authorizcd Signatories of the Corporation be, and they hereby are, authorized and directed to take or cause to bc taken all such furtheractions, to execute and deliver or cause to be executcd and delivered all such furthcr certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be ncccssary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and cach of them; and

FURTHER RESOLVED, that any actions takcn by thc Authorized Signatories or other officcrs of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confinned and approved in all respects.

Schedule A

Subsidiaries

US Airways, Inc.

Allegheny Airlines. Inc.

PSA Airlines, Inc.

Piedmont Airlines, lnc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.

0000CKR00-03-022

O'MELVENY & MYERS LLP

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WASHINGTON, D.C.
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LONDON
SHANGHAI
TOKYO

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SEP 1 1 2002

Federal Communication Commission
Bureau/Office

ORIGINAL

OUR FILE NUMBER
882,605-569

WRITER'S DIRECT DIAL
703-918-2720

WRITER'S E-MAIL ADDRESS
trosenberg@omm.com

September 11, 2002

BY HAND DELIVERY

Andrew S. Fishel, Managing Director
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

Re: ***Piedmont Airlines, Inc.***
Petition for Waiver and/or Deferral of Fees Associated with Application File No. 0001024981

Dear Sir/Madam:

On behalf of Piedmont Airlines, Inc. ("Piedmont Airlines"), we hereby submit an original and four *(4)* copies of the enclosed petition requesting waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules. Piedmont Airlines respectfully requests that this waiver request be reviewed in association with the above-referenced application.

It is respectfully requested that you stamp the receive date on the enclosed copy marked "Stamp and Return" and return it to us for our files. Please contact the undersigned should any questions arise concerning this submission.

Very truly yours,

Todd D. Rosenberg

Todd D. Rosenberg
for O'Melveny & Myers LLP

Counsel to Piedmont Airlines, Inc.

Enclosure

cc: Jeffery Tobias, Wireless Telecommunications Bureau **(via email)**
John Chudovan, Wireless Telecommunications Bureau **(via email)**

TC1:469182.1

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In the Matter of **PIEDMONT AIRLINES, INC., DEBTOR-IN POSSESSION** Petition for Waiver of §1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules; Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and, in the alternative, waiver of $1.1117(e) of the Commission's Rules pursuant to §1.3 of the Commission's Rules.	**File No. 0001024981**

To: Office of Managing Director

PETITION FOR
<u>WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT</u>

Piedmont Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of §1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for *pro forma*, involuntary assignment of licenses ("Application"). See **<u>Exhibit 1</u>.** The Application was necessitated by Piedmont Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline.

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

1. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.[1] A copy of the bankruptcy filing is attached as **Exhibit 2.** With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver.

The Application was filed on September 10, 2002 and has been assigned file number 0001024981.

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[1] ***See In re*** *US Airways* ***Group, Inc.****, et al.*, ***Debtors,*** Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, **(2)** Licensee, **(3)** US Airways, Inc. ("US Airways"). (4) Allegheny Airlines, Inc., ***(5)*** **PSA** Airlines, Inc. ("PSA"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), **(7)** US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic. UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Coun are attached to the Application.

II. <u>THE PUBLIC INTEREST</u>

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not be required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may be "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In *Mobile Media Corporation, et al.*, Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Supra. See also, Implementation of Section 9 of the Communications Act. Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year,* Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); *In the Matter of Daniel R. Goodman, Receiver; Dr. Robert Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's Rules,* Memorandum Opinion and Order, FCC 95-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. *See Melody Music, Inc. v. FCC,* 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to pay a total of four-hundred dollars ($400.00) for all FCC bankruptcy-related applications. This is another financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *proforma* transaction does not entail any real changes in control of the Licensee. As stated above, grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in *Mobile Media, supra,* this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests grant of a waiver under §1.1117 of the Commission's Rules.

B. The Fee Deferral Is In The **Public** Interest

As revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under §1.11I7 submit the specified application filing fees or request a deferral in **a** filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above, as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at the time of filing as required by §1.1117(e) as it existed prior to today's change pursuant to the Cornmission's general waiver provisions as codified in §1.3 of the Commission's Rules. ***See** also, WAIT Radio v. FCC,* 418 F.2d 1153 (D.C. Cir. 1969), *cert. **denied,*** 409 U.S. 1027 (1972).

* * * *

111. CONCLUSION

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1,1102 and 1.1117(e) of the Commission's Rules in connection with the Application.

Respectfully submitted,

By: ________________________

Todd D. Rosenberg
Richard J. Dyer

Counsel to Piedmont Airlines, Inc., Debtor-In-Possession

Dated: September I 1,2002

O'Melveny & Myers, LLP
1650 Tysons Boulevard, Suite 1150
McLean, Virginia 22 102
Telephone: (703) 918-2720
Facsimile: (703) 918-2704

EXHIBIT 1

See attached **application**

E09 333	**FCC Wireless Telecommunications Bureau Application for Assignments of Authorization and Transfers of Control**	Approved by OMB 3060 - 0800 See instructions for public burden estimate Submitted 09/10/2002 at 09:52PM File Number: **0001024981**

1) Application Purpose: **Assignment of Authorization**	
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application file with the FCC.	File Number:
2b) File numbers of related pending applications currently on file with the FCC:	

Type of Transaction

3a) Is this a *pro forma* assignment of authorization or transfer of control? **Yes**
3b) If the answer to Item 3a is 'Yes', is this a notification of a *pro forma* transaction being filed under the Commission's forbearance for telecommunications licenses? **No**
4) For assignment of authorization only, is this a partition and/or disaggregation? **No**
5a) Does this filing request a waiver of the Commission rules? If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances. **No**
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result.
6) Are attachments being filed with this application? **Yes**
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor(e.g., parents, subsidiaries, or commonly controlled entities) that are not included on form and for which Commission approval is required? **Yes**
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not on this form and for which Commission approval is required? **No**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **Court Order** If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any contracts, agreements, instruments, certified copies of Court Orders, etc.
9) The assignment of authorization or transfer of control of license is: **Involuntary**

Licensee/Assignor Information

10) FCC Registration Number (FRN): **0005562780**			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): **Piedmont Airlines, Inc.**			
13) Attention To: **Marshall Swaringen**			
14) P.O. Box:	And / Or	15) Street Address: **5630 University Parkway**	
16) City: **Winston-Salem**		17) State: **NC**	18) Zip Code: **27105**
19) Telephone Number: **(336)744-4938**		20) FAX Number: **(336)744-6321**	
21) E-Mail Address: **marshall_swaringen@usairways.com**			

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

	American Indian or Alaska		Black or African-	Native Hawaiian or Other Pacific	

Race:	Native	Asian:	American:	Islander'	White:
Ethnicity:	Hispanic or Latino	Not Hispanic or Latino			
Gender:	Female	Male:			

26) P O Box	And / Or	27) Street Address
28) City		29) State / 30) Zip Code
31) Telephone Number		32) FAX Number

34) First Name	MI	Last Name	Suffix
35) Company Name			
36) P O Box	And / Or	37) Street Address	
38) City		39) **Stale**	40) Zip Code
41) Telephone Number		42) FAX Number	
43) E Mail Address			

48) Name of Real Party in Interest:		49) TIN:	
51) P O BOX	And / Or	52) Street Address **5630 University** Parkway	
53) City Winston-Salem		54) State NC	55) Zip Code **27105**
56) Telephone Number **(336)744-4938**		57) FAX Number **(336)744-6321**	

61) P O Box	And / Or	62) Street Address **1650 Tysons Blvd , Suite 1150**	
63) City **McLean**		**64) State VA**	65) Zip Code **22102**
66) Telephone Number **(703)918-2720**		67) FAX Number **(703)918-2704**	

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	**No**
70) Is the Assignee or Transleree an alien or the representative of an alien?	**No**
71) Is the Assignee or Transleree a corporation organized under the laws of any foreign government?	**No**
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign	**No**

73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or	No

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by Commission' If 'Yes', attach exhibit explaining circumstances	No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or or any party to this application ever been convicted of a felony by any State or federal court? If 'Yes', attach exhibit explaining	No
76) Has any court finally adjudged the Assignee or Transferee. or any party directly or indirectly controlling the Assignee or Transferee of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly. through control of or sale of radio apparatus. exclusive traffic arrangement. or any other means or unfair methods of competition? If 'Yes'. attach exhibit explaining circumstances.	No
77) Is the Assignee or Transferee. or any party directly or indirectly controlling the Assignee or Transferee currently a party in any matter referred to in the preceding two items? If 'Yes'. attach exhibit explaining circumstances.	No

Race:	American Indian or Alaska Native'	Asian:	**Black or African-American:**	Native **Hawaiian** or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female.	(Male			

Signature: **Jennifer C McGarey**	81) Date: **09/10/02**

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control 01 the license will not be until the consent of the Federal Communications Commission has been given or (2) that prior Commission consent is not required because transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers See Memorandum *Opinion* and *Order* 13 FCC Rcd 6293 (1998)
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic Spectrum as against the regulatory power of the United States because of the previous use of the same whether by license or otherwise and requests an in accordance with this application
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross ownership attribution, or spectrum cap rule * *If the applicant has sought a waiver of any *such* rule in connection with this application it may make this certification subject to the outcome the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the *subject authorization(s)*, unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for for any act done by, or any right accured by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits. attachments. or in documents incorporated by reference are material, are part of this application. and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant Section 5301 of the Anti-Drug Abuse Act of 1998 21 U S C § 862 because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission. (2) is filing an updated Form 602 with this application, or (3) is not required to file Form 602 under the Commission's rules.

U S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR ...)N PERMIT (U S. Code. ... 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Lower or Center Frequency (MHz)	90) Upper Frequency (MHz)	91) Constructed Yes / No
KB40062	AL					Yes
KNEP837	AL					
KB33451	AL					
KD39027	AL					
KB94628	AL					Yes
KB94629	AL					Yes
KB94631	AL					
KB94632	AL					Yes

FCC Form 603 Schedule A	Schedule for Assignments of Authorization and Transfers of Control in Auctioned Services	Approved by OMB 3060 - 0800 See instructions for public burden estimate

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility lor Installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?	
If 'Yes' is the Assignee applying lor installment payments?	

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues (current)	Year 2 Gross Revenues	Year 3 Gross Revenues	Total Assets:

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses lor which they apply	

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Corporation, as set out in the applicable FCC rules.	

Assignee certifies lhal they are eligible to obtain the licenses lor which lhey apply	
(Assignee certifies thai the applicant's sole control group member is a pre-existing entity if applicable	

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business. or as a Small Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply.
Assignee certifies that the applicant's sole control group member is a pre-existing entity. if applicable.

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the **definition** of **a** Rural **Telephone** Company **as set** out in the applicable FCC **rules, and must disclose all** parties lo **agreement(s)** to **partition licenses won** in **this** auction. **See applicable** FCC **rules.**

Transfers of Control

4) Licensee Eligibility (for transfers *of* control only)

As *a* result of transfer of control must **the licensee** now **claim** *a* larger or **higher** category of eligibility **than** was originally	
If **Yes** **the new** category of **eligibility** of **the licensee** is	

Certification Statement tor Transferees

[**Transferee certifies** that **the answers** provided in Item **4 are** true **and** correct

Attachment Type	Date	Description	Contents
Other	09/10/02	Description of Transaction	0177866461256006594673200.pdf
Other	09/10/02	Bankruptcy Petition	0177866471256006594673200.pdf
Waiver	09/10/02	Waiver	0177866481256006594673200.pdf

EXHIBIT 1

DESCRIPTION OF TRANSACTION

Piedmont Airlines, Inc., Debtor-in-Possession ("Assignee") hereby submits its application for *pro forma* assignment of the licenses issued to Piedmont Airlines, lnc. ("Licensee") by the Federal Communications Commission ("Commission") (the "Application"). As described below, the Application is filed in accordance with Section 1.948(c)(2) of the Commission's Rules, which requires that ***pro** forma* applications for assignment or transfer of control be tiled when a licensee is subject to an involuntary change of ownership such **as** bankruptcy. As the Commission's Rules require that such applications be filed no later than 30 days after the event causing the involuntary assignment or transfer, the Application is timely filed.

US Airways Group, Inc., ("Parent") filed a petition for relief under Chapter 11 of Title 11 of the United States Code along with seven of its wholly owned subsidiaries in the United States Bankruptcy Court, Eastern District of Virginia, on August 11, 2002.[1] With these filings, the legal status of each of Parent, Licensee, US Airways, Allegheny and PSA (collectively, the "Subsidiaries") was converted to "Debtor-in-Possession." The Subsidiaries currently hold radio licenses granted to them by the Commission used in connection with their operations as commercial airlines.

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[1] *See* In re US Airways Crouo. Inc., et al., Debtors. Chapter 1 I Case No. 02-83984-9 I (SSM), Hon. Stephen S. Mitchell, Jointly Adminisrered, United States Bankruptcy Coun. Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) US Airways. Inc ("US Airways"), (4) Allegheny Airlines, Inc., ("Allegheny"). (5) **PSA** Airlines, Inc. ("PSA"), (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (81 Material Services Company, Inc. ("MSC") Nunc of MidAtlantic, UALS or MSC hold any FCC licenses. The rcfcrcnced filings in the United States Bankruptcy Court are attached io the Application.

The Applications are necessary under the Commission's Rules simply to reflect the ***pro forma*** change in the status of the Licensee to Debtor-in-Possession pursuant to federal bankruptcy law. The bankruptcy proceeding does not change the ownership or management of the Licensee. This filing is made within 30 days of the August 11, 2002 bankruptcy filing mid thus, it is timely filed pursuant to Section 1.948(c)(2).[2]

Pursuant to Section 1.1117 of the Commission's Rules, the parties are also filing a Petition for Waiver of Application Filing Fees & Deferral of Payment with the office of the Managing Director with respect to the application filing fees **required** in connection with the Application. **A** copy of the petition (which will be filed tomorrow) is attached to the Application.

[2] The certifications made by Licensee and Assignee in the Application are qualified by the statements contained in this Exhibit 1 to the extent necessary.

F

Name of Debtor (if individual, enter Last, First, Middle)	Name of Joint Debtor (Spouse) (Last, First Middle)
US Airways Group, Inc.	
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): USAir Group, Inc.	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
Soc. Sec./Tax I.D. No. (if more than one, state all) 54-1194634	Soc. Sec./Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 2345 Cry1131Drive Arlington, VA 22227	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
County of Residence or of the Principal Place of Business: Arlington	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address)	Mailing Address of Joint Debtor (if different from street address):

Type of Debtor (Check all bows that apply)

- ☐ Individual(s)
- ☒ Corporation
- ☐ Partnership
- ☐ Other____________
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- ☐ Chapter 7
- ☒ Chapter 11
- ☐ Chapter 13
- ☐ Chapter 9
- O Chapter 12
- ☐ Sec. 304 - Case ancillary to foreign proceeding

Nature of Debts (Check one box)

- ☐ Consumer/Non-Business
- ☒ Business

Filing Fee (Check one box)

- ☒ Full Filing Fee attached
- ☐ Filing Fee to be paid in installments (Applicable to individuals **only.**) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments Rule 1006(b). See Official Form No. 3.

Chapter 11 Small Business (Check all boxes that apply)

- ☐ Debtor is a small business as defined in 11 U.S.C. § 101
- ☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over
	☐	☐	☐	☐	☐	☒

Estimated Assets	$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	More than $100 million
	☐	☐	☐	☐	☐	☐	☐	☒

Estimated Debts	$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	More than $100 million
	☐	☐	☐	☐	☐	☐	☐	☒

(Official Form 1) (9/01)

Voluntary Petition *(This page must be completed and filed in every case)*	Name of Debtor(s): **US Airways Group, Inc.**	**FORM B1**, Page 2

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location Where Filed: **None**	Case Number:	Date Filed:

Name of Debtor: **See Annex A**	Case Number:	Date Filed
District	Relationship	Judge

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition i true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available und each such chapter, and choose to proceed under chapter 7.
I request relief in accordance with t he chapter of title 11, United States Code, specified in this petition.

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Signature of Debtor

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☐ Exhibit A is attached and made a pan of this petition

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter

X

Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

Signature of Attorney

/s/ John Wm. Butler, Jr.
Signature of Attorney for Debtor(s)

John Wm. Butler, Jr.
John K. Lyons
Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate, Meagher & Flom (Illinois)
Firm Name

333 West Wacker Drive
Chicago, IL 60606
Address

312) 407-0700
Telephone Number

August 11, 2002
Date

Signature of Attorney

/s/ Lawrence E. Rifken
Signature of Attorney for Debtor(s)

Lawrence E. Rifken (VSB No. 29037)
Printed Name of Attorney for Debtor(s)

McGuireWoods LLP
Firm Name

1750 Tysons Boulevard, Suite 1800
McLean, VA 22102-4215
Address

(703) 712-5000
Telephone Number

August 11, 2002
Date

Signature of Debtor (Corporation/Partnership)

declare under penalty of perjury that the information provided in this petition is rue and correct, and that I have been authorized to file this petition is true and correct, and that I have been authorized to file this petition on behalf of the lebtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ David N. Siegel
Signature of Authorized Individual
David N. Siegel
Printed Name of Authorized Individual
Authorized Signatory, US Airways Group, Inc.
Title of Authorized Individual
August 11, 2002
Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110 that I prepared this document for compensation, and that I have provided the debtor with a copy of this document

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared o assisted in preparing this document

If more than one person prepared this documents, attach additional sheets conforming to the appropriate official form for each person.

X

Signature of Bankruptcy Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156

Annex A - Affiliate Debtors

On the date hereof, the following affiliated entities filed petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of Virginia:

1. US Airways Group, Inc.
2. US Airways, Inc.
3. Allegheny Airlines, Inc.
4. PSA Airlines, Inc.
5. Piedmont Airlines, Inc.
6. MidAtlantic Airways, Inc.
7. US Airways Leasing and Sales, Inc
8. Material Services Company, Inc.

IN THL UNITED STATES BANKRUPTCY COURT
FORTHE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

-x

In re

Chapter 11

Lis Airways Group. Inc.,

Case No. 02-__________

Debtor

- -

Exhibit "A" to Voluntary Petition

1. The Debtor's common stock is registered under section 12 of the Securities Exchange Act of 1934. The Debtor's SEC file number is 1-8444.

2. The following unaudited financial data is derived from the Debtor's **books and** records as of March 31, 2002, which are unaudited. The Debtor does not certify as to the accuracy of this information.

a.	Total assets	$7,807,000,000
b	Total debts (including debts listed in 2.c.. below)	$7,830,000,000
c	Debt securities held by more than *500* holders	0
d	Number of shares of preferred stock:	0 issued and outstanding 8,000,000[1] authorized
e	Number of shares common stock	68,133,000[2] issued and outstanding 150,000,000 authorized

3. Brief description of Debtor's business:

The Company's primary business activity is the ownership of **the** common stock of US Airways, Inc. ("USAI"). Allegheny Airliner. Inc , Piedmont Airlines. Inc., PSA Airlines, Inc , MidAtlantic Airways, Inc.. US Airways Lensing and Sales, Inc., Material Services Company. Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, properly and mail.

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1 Comprised of 5,000,000 sharer of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock

2 At April 30, 2002

4 List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc
601 Pennsylvania Avenue, N.W., Suite 900
South Building
Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE LASTERS DISTRICT OF VIRGINIA
4 LEXANDRIA DIVISION

- -

In re

Chapter 11

US Airways Group. Inc.,

Case No. 02-____________

Debtor.

- -

CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002. This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors"). The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.[1]

The list is prepared in accordance with Fed R Bankr. P 1007(d) for Filing in these chapter 11 cases. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S C § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.[2]

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1 The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

2 The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Clair	C U L S	Amount of Claim
1	J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION Douglas Wilson One Oxford Centre 301 Grant Street, Suite 1100 Pittsburgh, PA 15219 USA	Phone: (412) 291-2080 Fax: (412) 751-9301	Unsecured Facilities Loan	C	$ 71,140,000
2	WILMINGTON TRUST COMPANY Robert P. Hines, Jr Financial Services Officer, Corporate Trust Rodney Square North 1100 North Market Street Wilmington, DE 19890 USA	Phone: (302) 636-6197 Fax: (302) 636-4140	Trade -Aircraft Defer Payments	C L D	$ 49,989,085
3	ELECTRONIC DATA SYSTEMS CORPORATION Doug Frederick President, Operation Solutions 5400 Legacy Drive Mail Drop H3-5C-47 Plano, TX 75024 USA	Phone: (972) 797-4069 Fax: (972) 605-4555	Trade -Contractual	C D	$ 46,909,431
4	STATE STREET BANK AND TRUST CO. E. Decker Adams Vice President Global Investor Services Group Corporate Trust, P.O. Box 778 Boston, MA 02102 USA	Phone: (617) 662-1754 Fax: (617) 662-1456	Trade -Aircraft Deferr Payments	C U D	$ 36,114,451
5	FIRST UNION NATIONAL BANK Robert L. Bice, Jr Corporate Trust Department 401 South Tryon Street Charlotte, NC 28288 USA	Phone: (704) 715-3021 Fax: (704) 374-6682	Trade -Aircraft Deferr Payments	C U D	$ 16,285,791
6	GENERAL ELECTRIC CAPITAL CORP. Ron Wainshal GE Capital Aviation Services-Structured Finance 201 High Ridge Road Stamford, CT 06927 USA	Phone: (203) 316-7560 Fax: (203) 961-6906	Trade -Aircraft Deferr Payments	C U D	$ 12,795,060
7	AIRLEASE Jad Mansour 555 California Street San Francsisco, CA 94104 USA	Phone: (415) 765-1848 Fax: (415) 765-1817	Trade -Return Claims	C D	$ 5,814,634
8	ALLEGHENY COUNTY AIRPORT Edward Moeller 1000 Airport Blvd. Pittsburgh, PA 15231 USA	Phone: (412) 472-5559 Fax: (412) 472-5725	Trade -Airport Authority	/A	$ 4,589,836
9	CITY OF PHILADELPHIA Leslie Turner *Philadelphia International Airport* Philadelphia, PA 19153 USA	Phone: (215) 937-5480 Fax: (215) 937-5480	Trade -Airport Authority	I/A	$ 3,167,485
10	CITY OF CHARLOTTE AIRPORT Carrie Blackwell 5501 Re Josh Birmingham Parkway Charlotte, NC 28219 USA	Phone: (704) 359-4023 Fax: (704) 359-4950	Trade -Airport Authority	/A	$ 2,566,909

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
11	**LSG SKY CHEFS** Mike Mesko 524 E Lamar Blvd Arlington, TX 76011 USA	Phone: (817) 792-2303 Fax: (817) 792-2460	Trade Food Service	N/A	$ 2,542,873
12	**DEBIS** Tim Bergin 100 Ne Third Ave Suite 800 Ft. Lauderdale, FL 33301 USA	Phone: (954) 760 7777 Fax: (954) 760 7716	Trade - Return Claims	C D	$ 1,830,017
13	**BOEING COMMERCIAL AIRPLANES** Jennifer Bergsma 635 Park Ave N. Mail Code Ms 6X Uj Attn Cashier Ms 6X CT Renton, WA 98055 USA	Phone: (206) 655-1131 Fax: (425) 237-3830	Trade - Aircraft Parts Maintenance	N/A	$ 1,297,012
14	**AIR CARGO INCORPORATED** Jenny White 1819 Bay Ridge Ave Annapolis, MD 21403	Phone: (410) 280-5568 Fax: (410) 263-8208	Trade - Cargo Handling	N/A	$ 1,269,841
15	**BOEING CAPITAL** Scott Nicholson 500 Naches Ave Sw 3Rd Floor Mc 6Y-14 Renton, WA 98055 USA	Phone: (425) 393-0970 Fax: (425) 393-2904	Trade - Aircraft Deferred Payments	C U D	$ 1,090,000
16	**INTERBORO SCHOOL DISTRICT** Pamela Powell Philadelphia International Airport Terminal E Philadelphia, PA 19153 USA	Phone: (610)461-6700 Fax: (610) 461-6700	Trade - Airport Authority	N/A	$ 1,058,793
17	**FAIRCHILD DORNIER (NA)** Ed Methot 10823 North East Entrance San Antonio, TX 78216 USA	Phone: (210) 804-7719 Fax: (210) 824-3021	Trade - Aircraft Parts/Maintenance	N/A	$ 907,030
18	**CHARLES E SMITH COMMERCIAL REALTY** Vicki Lauren 2345 Crystal Drive Arlington, VA 22202 USA	Phone: (703)769-1254 Fax: (703)769-1190	Trade - Real Estate Services	N/A	$ 893,382
19	**SAN FRANCISCO AIRPORTS COMMISSION** Jess Balageas San Fransisco International Airport 6Th Floor Rm 644 San Fransisco, CA 94128 USA	Phone: (650)821-2843 Fax: (650)821-2846	Trade - Airport Authority	N/A	$ 841,464
20	**AIRPLANES GROUP** Fiona Roche Aviation House Shannon Co. Claire, Ireland	Phone: 353 61 706392 Fax: 353 86 8166392	Trade - Return Claims	C D	$ 798,968

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	U D S	Amount of Claim
21	UNITED HEALTHCARE Rory Doty 22703 Network Place	Phone: (813)818-5613 Fax: (813)854-3359	Trade - Medical & Dental	N/A	$ 777,09[illegible]
	Francis Carey Manager - Syndicated Loans Agency 135 Bishopsgate 5Th Floor London, EC2M 3UR Great Britain	Fax: 020 7615 0106	Payments	U D	
	HONEYWELL INTERNATIONAL INC Lori Habeger 825 W Elliot Rd Ste 106	Phone: (913)712-0400 Fax: (913)712-5867	Trade - Aircraft Parts/Maintena	N/A	$ 687,911
	[illegible] Steven Gabscheid 4747 Harrison Av Rockford, IL 61125 USA	Phone: (815)394-294 Fax: (815)394-3558	Trade - Aircraft Parts/Mainten	N/A	$ 608,64
25	ROCKWELL COLLINS Brian J. Seeber 400 Collins Rd. Ne Cedar Rapids, IA 52498 USA	Phone: (319)295-3293 Fax: (319)295-4092	Trade - Aircraft Parts/Maintenance	N/A	$ 585,646
26	HIGHWOODS FORSYTH LTD PARTNERSHIP Allison Saucy 380 Knollwood Street Ste 430 Winston Salem, NC 27103 USA	Phone: (336)631-9000 Fax: (336)725-1969	Trade - Aircraft Parts/Maintenance	N/A	$ 575,746
27	TOWERS PERRIN Mark Duncan 1500 Market Street Philadelphia, PA 19102-4790 USA	Phone: (416)960-2700 Fax: (416)960-2819	Trade - Other Professional	N/A	$ 567,848
28	GREATER ORLANDO AVIATION AUTHORITY Patti Everst One Airport Blvd Orlando, FL 32827 USA	Phone: (407)825-2017 Fax: (407)825-2259	Trade - Airport Authority	N/A	$ 548,574
29	HILLSBOROUGH COUNTY AVIATION AUTHORITY Ginny Brewer Tampa International Airport 3Rd Level Tampa, FL 33607 USA	Phone: (813)870-8700 Fax: (813)875-6670	Trade - Airport Authority	N/A	$ 502,340
30	GOODRICH FAIRHOPE SERVICE Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerostructures Grp Foley, AL 36535 USA	Phone: (251)952-3377 Fax: (251)952-3376	Trade - Aircraft Parts/Maintenance	N/A	$ 404,727

[1] For the purposes of this list, the Debtors have not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured, w portion, if any, of the total claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.

I, an Authorized Signatory of US Airways Group, Inc., declare under penalty of perjury that I have read the above list and that it is true and correct as of the date listed, to the best of my knowledge, information and belief.

Date: August 11, 2002

Signature: /s/ David N. Siegel
Authorized Signatory
US Airways Group, Inc.

UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA

In re

US Airways Group, Inc

Debtor(s)

Case No. 02-

Chapter 11

DECLARATION OF DIVISIONAL VENUE

The debtor's domicile, residence, principal place of business or principal assets were located for the greater part of the 180 days preceding the filing of the bankruptcy petition in the indicated city or county [check one box only]:

ALEXANDRIA DIVISION

Cities:

- ☐ Alexandria-510
- ☐ Fairfax-600
- ☐ Falls Church-610
- ☐ Manassas-683
- ☐ Manassas Park-685

Counties:

- ☒ Arlington-013
- ☐ Fairfax-059
- ☐ Fauquier-061
- ☐ Loudoun-107
- ☐ Prince William-153
- ☐ Stafford-179

RICHMOND DIVISION

Cities:

- ☐ Richmond (city)-760
- ☐ Colonial Heights-570
- ☐ Emporia-595
- ☐ Fredericksburg-630
- ☐ Hopewell-670
- ☐ Petersburg-730

Counties:

- ☐ Amelia-007
- ☐ Brunswick-025
- ☐ Caroline-033
- ☐ Charles City-036
- ☐ Chesterfield-041
- ☐ Dinwiddie-053
- ☐ Essex-057
- ☐ Goochland-075
- ☐ Greensville-081
- ☐ Hanover-085
- ☐ Henrico-087
- ☐ King and Queen-097
- ☐ King George-099
- ☐ King William-101
- ☐ Lancaster-103
- ☐ Lunenburg-111
- ☐ Mecklenburg-117
- ☐ Middlesex-119
- ☐ New Kent-127
- ☐ Northumberland-133
- ☐ Nottoway-135
- ☐ Powhatan-145
- ☐ Prince Edward-147
- ☐ Prince George-149
- ☐ Richmond(county)-159
- ☐ Spotsylvania-177
- ☐ Surry-181
- ☐ Sussex-183
- ☐ Westmoreland-193

NORFOLK DIVISION

Cities:

- ☐ Norfolk-710
- ☐ Cape Charles-535
- ☐ Chesapeake-550
- ☐ Franklin-620
- ☐ Portsmouth-740
- ☐ Suffolk-800
- ☐ Virginia Beach-810

Counties:

- ☐ Accomack-001
- ☐ Isle of Wight-093
- ☐ Northampton-131
- ☐ Southampton-175

NEWPORT NEWS DIVISION

Cities:

- ☐ Newport News-700
- ☐ Hampton-650
- ☐ Poquoson-735
- ☐ Williamsburg-830

Counties:

- ☐ Gloucester-073
- ☐ James City-095
- ☐ Mathews-115
- ☐ York-199

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this Division.

Date: August 11, 2002

/s/ Lawrence E. Rifken

Signature of Attorney or *Pro Se* Debtor

Signature of Joint Debtor (if case is a joint case and debtors are not represented by an attorney)

SECRETARY'S CERTIFICATE

US Airways, Group, Inc.

I, JENNIFER C. MCGAREY, Secretary of the US Airways Group. Inc. (the "Corporation") a Delaware corporation. DO HEREBY CERTIFY, that attached hereto is a true and correct copy of [lie resolutions adopted by the Board of Directors (the "Board") at a meeting held on August 10. 2002: at which meeting a quorum was present and acting throughout. Such resolutions arc in full force and effect on the date hereof.

I have hereunto set my hand this I Ith day of August 2002.

/s/ Jennifer C. McGarey
Jennifer C. McGarey

RESOLUTIONS
ADOPTED BY BOARD OF DIRECTORS OF
US AIRWAYS GROUP. INC.

The following resolutions wcrc duly adoptcd by the Board at a special meeting duly hcld by telephonic confcrence on August 10, 2002, at which all directors present were able to speak and hear cach other, and such resolutions have not been amended or rescinded and arc now in full force and effect:

> WHEREAS, in thc judgment of the Board, it is desirable and in thc best interests of US Airways Group, Inc. (the "Corporation"), its creditors. stockholders, and other interested parties that a petition be tiled by the Corporation seeking reliefunder thc provisions of chapter 11 of title 11, United States Codc (the "Bankruptcy");
>
> NOW THEREFORE BE ITRESOLVED, that David N. Siegel, Neal S. Cohen and Michelle V. Bryan or any person or persons so designated by the Board of Directors (collectively, the "Authorized Signatories," and each an "Authorized Signatory") bc, and each hereby is, authorized and directed on behalf of this Corporation to executc and verify a petition in the name of the Corporation under chapter 11 of thc Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the €astern District of Virginia in such form and at such time as the Authorized Signatory executing said petition on behalf of this Corporation shall dctcrmine;
>
> FURTHER RESOLVED, that the Authorized Signatories or any one of them be, and cach hereby is, authorized *to* execute and file or cause to be cxecuted and filed (or direct others to do so on their behalf as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papcrs, and in that connection to employ and retain all assistance by legal counsel, accountants or other profcssionals and to take any and all action which they deem necessary and proper in connection with the chapter 11 case;
>
> FURTHER RESOLVED, that the law firm of Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New **York** 10036-6522, and its affiliated partnerships, be, and hereby are, employed and retained as counsel for the Corporation in the chapter 11 case;
>
> FURTHER RESOLVED, that Seabury Advisors LLC, Seabury Securitics LLC, Seabury Solutions LLC and Seabury Airport Advisory Services LLC bc, and hereby are, employed and retained as financial advisors and investment bankers for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, McGuireWoods LLP be, and hereby is, employed and retained as co-counsel for the Corporation in the chapter 11 case;

FURTHER RESOLVED, that the law firm, O'Melveny & Myers LLP be, and hereby is, employed and retained as special counsel for the Corporation in the chapter 11 case,

FURTHER RESOLVED, that Logan & Company, Inc. be, and hereby is, employed and retained as claims and noticing agent for the Corporation in the chapter 11 case:

FURTHER RESOLVED, that PricewaterhouseCoopers LLP be, and hereby is, employed and retained as restructuring advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that KPMG LLP **be,** and hereby is, employed and retained as auditor and tax advisor to the Corporation in the chapter 11 case;

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation;

FURTHER RESOLVED, that the Corporation as the majority stockholder of each of the subsidiaries listed on attached Schedule **A** (each a "Subsidiary" and collectively the "Subsidiaries"), hereby is authorized and empowered to take or cause to be taken any and all such further actionand to execute and deliver or cause to be executed or delivered all such further agreements, consents, resolutions, documents, certificates and undertaking, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to cause each of the Subsidiaries to execute and verify a petition in the name of such Subsidiary under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia in such form and at such time as the officer executing said petition on behalf of such Subsidiary shall determine;

FURTHER RESOLVED, that the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, to take or cause to be taken any and all such further action and to execute and deliver or

cause to be executed or delivered all such furtheragreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions:

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories of the Corporation, each of the Authorized Signatories of the Corporation be, and they hereby are, authorized and directed to take **or** cause to be taken all such furtheractions, to execute and deliver or cause to be executed and delivered all such further certificates, agreements, instruments and documents in the name and on behalf of the Corporation and to incur all such fees and expenses as in their judgment shall be necessary or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them; and

FURTHER RESOLVED, that any actions taken **by** the Authorized Signatories or other officers of the Corporation prior to the date set forth below with respect to the matters contemplated by the foregoing resolutions are hereby ratified, confirmed and approved in all respects.

Schedule A

Subsidiaries

US Airways, Inc.

Allegheny Airlines, Inc.

PSA Airlines, Inc.

Piedmont Airlines, Inc.

MidAtlantic Airways, Inc.

US Airways Leasing and Sales, Inc.

Material Services Company, Inc.

BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554

In the Matter of

PIEDMONT AIRLINES, INC., DEBTOR-IN POSSESSION

Petition for Waiver of §1.1102 of the Commission's Rules in Connection with Application Filing Fees Associated with *Pro Forma* Applications for Involuntary Assignment for Various Wireless Licenses Pursuant to §1.1117 of the Commission's Rules:

Request for Deferral of Payment of Application Filings Fees Pursuant to §1.1117 of the Commission's Rules and, in the alternative, waiver of §1.1117(e) of the Commission's Rules pursuant to §1.3 of the Commission's Rules.

File No. ____________________

To: Office of Managing Director

PETITION FOR
WAIVER OF APPLICATION FILING FEES & DEFERRAL OF PAYMENT

Piedmont Airlines, Inc., Debtor-in-Possession ("Assignee"), pursuant to §1.1117 of the Commission's Rules and by its attorneys, hereby seeks a waiver of $1.1102 of the Federal Communications Commission's ("Commission") Rules which require the payment of application filing fees in connection with the above referenced application for ***pro*** *forma,* involuntary assignment of licenses ("Application"). *See* **Exhibit 1.** The Application was necessitated by Piedmont Airlines, Inc.'s ("Licensee") August 11, 2002 bankruptcy filing which resulted in

Assignee's Debtor-in-Possession status. Licensee holds various wireless licenses used in connection with its operations as a commercial airline

In addition, Assignee requests a deferral of the obligation to pay the application filing fees upon filing of the Application, pursuant to §1.1117(e) of the Commission's Rules as revised effective as of the date hereof, pending the Managing Director's ruling on the waiver request described above. In the alternative, and to the extent still necessary, it is requested that the Commission waive any remaining requirement to pay the application filing fees while awaiting the Managing Director's review of the waiver request described above.

I. THE BANKRUPTCY

US Airways Group, Inc., ("Parent") filed voluntary petition forms along with seven of its wholly owned subsidiaries for bankruptcy in the United States Bankruptcy Court, Eastern District of Virginia on August 11, 2002.[1] A copy of the bankruptcy filing is attached as **Exhibit 2.** With these filings, the legal status of Parent and its subsidiaries was converted to "debtors-in-possession." The subsidiaries (other than MidAtlantic, UALS and MSC) hold various aircraft, aviation radio-navigation, aviation auxiliary group, and land mobile licenses granted to them by the Commission in connection with their operations as commercial airlines. The parties will file applications for issuance of aircraft licenses to the debtor-in-possession entities to be accompanied by a similar request for waiver

The Application was filed on September 10, 2002 and has been assigned file number

[1] *See In re US Airways Group, Inc., et al., Debtors*, Chapter 11 Case No. 02-83984-91 (SSM), Hon. Stephen S. Mitchell, Jointly Administered, United States Bankruptcy Court, Eastern District of Virginia. The entities that filed bankruptcy documents that gave them Debtor-in-Possession status were (1) Parent, (2) Licensee, (3) US Airways, Inc. ("US Airways"), (4) Allegheny Airlines, Inc., (5) PSA Airlines, Inc. ("PSA"). (6) MidAtlantic Airlines, Inc. ("MidAtlantic"), (7) US Airways Leasing & Sales, Inc. ("UALS") and (8) Material Services Company, Inc. ("MSC"). None of MidAtlantic, UALS or MSC hold any FCC licenses. The referenced filings in the United States Bankruptcy Court are attached to the Application.

II. THE PUBLIC INTEREST

A. The Section 1.1117 Waiver Is In The Public Interest

Assignee requests that it not he required to pay the application filing fees that are associated with the Application. Section 1.1117 of the Commission's Rules, provides that application filing fees may he "waived or deferred in specific instances where good cause is shown and where waiver or deferral of the fee would promote the public interest." 47 C.R.F. §1.1117(a). Accordingly, Assignee requests relief under this provision of the Commission's Rules.

In *Mobile Media Corporation, et al.*, Memorandum Opinion & Order, 14 FCC Rcd 8017, 8027 (1999), ("Mobile Media"), the Commission waived application filing fees under §1.1117 of its Rules associated with the reorganization of a bankrupt paging carrier solely on the fact that its bankruptcy status served as "good cause" for waiver of application filing fees. The Commission also held that "waiver of the fee will serve the public interest by enabling [the carrier] to preserve assets that will accrue to innocent creditors." *Supra.* ***See** also, Implementation of Section 9 of the Communications Act, Assessment and Collection of Regulatory Fees for the 1994 Fiscal Year*, Memorandum Opinion & Order, 10 FCC Rcd 12759, 12762 (1995) ("evidence of bankruptcy or receivership sufficient to establish financial hardship for purposes of waiving of regulatory fees,"); *In the Matter of Daniel R. Goodmun, Receiver; Dr. **Robert** Chan, Petition for Waiver of Sections 90.633(c) and 1.1102 of the Commission's **Rules,*** Memorandum Opinion and Order, FCC 05-211 (rel. May 24, 1995).

In the present case, Assignee submits that the bankruptcy requires like treatment in the grant of the present waiver request. *See Melody Music, Inc. v. FCC,* 345 F.2d 730, 733 (D.C. Cir. 1965). As set forth above, Licensee has filed for Chapter 11 bankruptcy and has been awarded Debtor-in-Possession status. In the absence of a waiver, the parties will be required to pay a total of four-hundred dollars ($400.00) *for* all FCC bankruptcy-related applications. This is mother financial burden which, based on FCC precedent, should be avoided because of the bankruptcy, particularly so because a *pro forma* transaction does not entail any real changes in control of the Licensee. As stated above. grant of this waiver would preserve funds better used to sustain operations and, as the Commission pointed out in ***Mobile Media,*** *supra*, this payment would direct monies from the innocent creditors whose claims are already compromised in the bankruptcy proceedings. Accordingly, Assignee requests **grant** of a waiver under §1.1 I17 of the Commission's Rules.

B. *The* Fee Deferral Is In The Public Jnterest

As revised effective as of the date hereof, §1.1117(e) of the Commission's Rules requires that a carrier requesting deferral or a waiver of the application filing fees under $1.1117 submit the specified application filing fees or request a deferral in a filing with the Managing Director. The circumstances of financial hardship which justify the issuance of the waiver requested above. as described above, justify the deferral of the fee payment at this juncture pending the Managing Director's ruling. In the alternative, the same circumstances also justify a waiver of the requirement to pay the application filing fees at ***the*** time of filing **as** required by §1.1117(e) as it existed prior to today's change pursuant to the Commission's general waiver provisions **as** codified in §1.3 of the Commission's Rules, ***See*** *also, WAIT Radio v. FCC*, 418 F.2d 1153 (D.C. Cir. 1969), *cert.* ***denied,409*** U.S. 1027 (1972).

* * * *

111. CONCLUSION

For all of the foregoing reasons, Assignee respectfully requests that the Commission grant this petition for waiver of the fee requirements of §§ 1.1102 and 1.1117(e) of the Commission's Rules in connection with the Application.

Respectfully submitted,

Todd D. Rosenberg
Richard J. Dyer

Counsel to Piedmont Airlines, Inc., Debtor-In-Possession

Dated: September 11, 2002

O'Melveny & Myers, LLP
1650 Tysons Boulevard, Suite 1150
McLean, Virginia 22102
Telephone: (703) 918-2720
Facsimile: (703) 918-2704

EXHIBIT 1

See attached application.

EXHIBIT 2

See attached bankruptcy petition.

EXHIBIT 2

Sec attached bankruptcy petition.

Name of Debtor (if individual, enter Lair, First, Middle):
US Airways Group, Inc.

Name of Joint Debtor (Spouse) (Last, First Middle):

All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):

USAir Group, Inc.

All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):

Soc. Sec./Tax I.D. No. (if more than one, state all):
54-1194634

Soc. Sec./Tax I.D. No. (if more than one, state all):

Street Address of Debtor (No. & Street, City, State & Zip Code):
2345 Crystal Drive
Arlington, VA 22227

Street Address of Joint Debtor (No. & Street, City, State & Zip Code):

County of Residence or of the Principal Place of Business: **Arlington**

County of Residence or of the Principal Place of Business:

Mailing Address of Debtor (if different from street address):

Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (if different from street address above):

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply)

☐ Individual(s) ☐ Railroad
☒ Corporation ☐ Stockbroker
☐ Partnership ☐ Commodity Broker
☐ Other ______

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

☐ Chapter 7 ☒ Chapter 11 ☐ Chapter 13
☐ Chapter 9 ☐ Chapter 12
☐ Sec. 304 - Case ancillary to foreign proceeding

Nature of Debts (Check one box)

☐ Consumer/Non-Business ☒ Business

Filing Fee (Check one box)

☒ Full Filing Fee attached
☐ Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b) See Official Form No. 3.

Chapter 11 Small Business (Check all boxes that apply)

ʘ Debtor is a small business as defined in 11 U.S.C. § 101
☐ Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

Statistical/Administrative Information (Estimates only)*

☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over
	☐	☐	☐	☐	☐	☒

Estimated Assets

$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	More than $100 million
☐	☐	☐	☐	☐	☐	☐	☒

Estimated Debts

$0 to $50,000	$50,001 to $100,000	$100,001 to $500,000	$500,001 to $1 million	$1,000,001 to $10 million	$10,000,001 to $50 million	$50,000,001 to $100 million	More than $100 million
☐	☐	☐	☐	☐	☐	☐	☒

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
US Airways Group, Inc.

Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)

Location Where Filed: **None**	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: **See Annex A**	Case Number:	Date Filed:
District:	Relationship:	Judge:

Sig ires

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available unc each such chapter, and choose to proceed under chapter 7.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Signature of Debtor

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms IOK and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☒ Exhibit *A* is attached and made a pan of this petition

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s) Date

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No

Signature of Attorney

/s/ John Wm. Butler, Jr.
Signature of Attorney for Debtor(s)

John Wm. Butler, Jr.
John K. Lyons
Printed Name of Attorney for Debtor(s)

Skadden, Arps, Slate
Meagher & Flom (Illinois)
Firm Name

333 West Wacker Drive
Chicago, IL 60606
Address

(312) 407-0700
Telephone Number

Signature of Attorney

/s/ Lawrence E. Rifken
Signature of Attorney for Debtor(s)

Lawrence E. Rifken (VSB No. 29037)
Printed Name of Attorney for Debtor(s)

McGuireWoods LLP
Firm Name

1750 Tysons Boulevard, Suite 1800
McLean, VA 22102-4215
Address

(703) 712-5000
Telephone Number

August 11, 2002
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition i true and correct, and that I have been authorized to file this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ David N. Siegel
Signature of Authorized Individual
David N. Siegel
Printed Name of Authorized Individual
Authorized Signatory, US Airways Group, Inc.
Title of Authorized Individual
August 11, 2002
Date

Signature of Non-Attorney Petition Preparer

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110 that I prepared this document for compensation, and that I have provided the debtor with a copy of this document

Printed Name of Bankruptcy Petition Preparer

Social Security Number

Address

Names and Social Security numbers of all other individuals who prepared o assisted in preparing this document

If more than one person prepared this documents, attach additional sheets conforming to the appropriate official form for each person.

X

Signature of Bankruptcy Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or harh 11 U.S.C. § 110; 18 U.S.C. § 1256

Annex A - Affiliate Debtors

On the date hereof, the following affiliated entities filed petitions for relief under chapter I1 of the Bankruptcy Code in die United States Bankruptcy Court for the Eastern District of Virginia:

1. US Airways Group, Inc.
2. US Airways, Inc.
3. Allegheny Airlines, Inc.
4. PSA Airlines. Inc.
5. Piedmont Airlines, Inc.
6. MidAtlantic Airways, Inc.
7. US Airways Leasing and Sales, Inc.
8. Material Services Company, Inc.

IN THC UNITFD STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

In re:	:	
	:	Chapter 11
US Airways Group, Inc.,	:	
	:	Case No. 02-
Debtor.	:	

Exhibit "A" to Voluntary Petition

1 The Debtor's common stock is registered under section 12 of the Securities Exchange Act of 1934 The Debtor's SEC file number is 1-8444

2. The following unaudited financial data is derived from the Debtor's books and records as of March 31, 2002, which are unaudited. The Debtor does not certify as to the accuracy of this information.

a.	Total assets	$7,807,000,000
b	Total debts (including debts listed in 2 c., below)	$7,830,000,000
c	Debt securities held by more than 500 holders	0
d	Number of shares of preferred stock:	0 issued and outstanding 8,000,000[1] authorized
e	Number of shares common stock:	68,131,000[2] issued and outstanding 150,000,000 authorized

3 Brief description of Debtor's business:

The Company's primary business activity is the ownership of the common stock of US Airways, Inc. ("USAI"), Allegheny Airlines, Inc., Piedmont Airlines, Inc., PSA Airlines, Inc., MidAtlantic Airways, Inc., US Airways Leasing and Sales, Inc., Material Services Company, Inc. and Airways Assurance Limited, LLC (collectively, the "Wholly-Owned Subsidiaries"). The primary business activity of the Wholly-Owned Subsidiaries is the transportation of passengers, property and mail.

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1 Comprised of 5,000,000 shares of Junior Preferred Stock and 3,000,000 shares of Senior Preferred Stock.

2 At April 30, 2002.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Debtor:

Aon Fiduciary Counselors, Inc.
601 Pennsylvania Avenue, N.W., Suite 900
South Building
Washington, D.C. 20004

Please note: The financial information contained herein is derived from unaudited sources. No certification as to its accuracy can be made.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION

- -

In re:

Chapter 11

US Airways Group, Inc

Case No. 02-

Debtor. :

-x

CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS

Following is a consolidated list of creditors holding the 30 largest unsecured claims, as of approximately August 2, 2002 This list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced chapter 11 cases in this Court (collectively, the "Debtors") The Debtors believe that this list is representative of the 30 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor Is it binding on. the Debtors.[1]

The list is prepared in accordance with Fed. R. Bankr P. 1007(d) for filing in these chapter 11 cases. The list does not Include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims.[2]

1 The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

2 The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
1	**J.P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION** Douglas Wilson One Oxford Centre 301 Grant Street, Suite 1100 Pittsburgh, PA 15219 USA	Phone: (412) 291-2080 Fax: (412) 751-9301	Unsecured Facilities Loan	C	**$ 71,140,000**
2	**WILMINGTON TRUST COMPANY** Robert P. Hines, Jr. Financial Services Officer, Corporate Trust Rodney Square North 1100 North Market Street Wilmington, DE 19890 USA	Phone: (302) 636-6197 Fax: (302) 636-4140	Trade -Aircraft Deferred Payments	C U D	**$ 49,989,085**
3	**ELECTRONIC DATA SYSTEMS CORPORATION** Doug Frederick President, Operation Solutions 5400 Legacy Drive Mail Drop H3-5C-47 Plano, TX 75024 USA	Phone: (972) 797-4069 Fax: (972) 605-4555	Trade -Contractual	C D	**$ 46,909,431**
4	**STATE STREET BANK AND TRUST CO.** E. Decker Adams Vice President Global Investor Services Group Corporate Trust, P.O. Box 778 Boston, MA 02102 USA	Phone: (617) 662-1754 Fax: (617) 662-1456	Trade -Aircraft Deferred Payments	C U D	**$ 36,114,451**
5	**FIRST UNION NATIONAL BANK** Robert L. Bice, Ii Corporate Trust Department 401 South Tryon Street Charlotte, NC 28288 USA	Phone: (704) 715 3021 Fax: (704) 374-6682	Trade -Aircraft Deferred Payments	C U D	**$ 16,285,791**
6	**GENERAL ELECTRIC CAPITAL CORP.** Ron Wainshal GE Capital Aviation Services-Structured Finance 201 High Ridge Road Stamford, CT 06927 USA	Phone: (203) 316 7560 Fax: (203) 961-6906	Trade -Aircraft Deferred Payments	C U D	**$ 12,795,060**
	AIRLEASE Jad Mansour 555 California Street	Phone: [illegible] Fax: (415) 765-1817		[illegible] D	
	Edward Moeller 1000 Airport Blvd. Pittsburgh, PA 15231 USA	Fax: (412) 472-5725	Authority		
9	**CITY OF PHILADELPHIA** Leslie Turner Philadelphia International Airport Philadelphia, PA 19153 USA	Phone: (215) 937-5480 Fax: (215) 937-5480	Trade -Airport Authority	N/A	**$ 3,167,485**
10	**CITY OF CHARLOTTE AIRPORT** Carrie Blackwell 5501 Rc Josh Birmingham Parkway [illegible]	Phone: (704) 359-4023 Fax: (704) 359-4950	Trade -Airport Authority	N/A	**$ 2,566,909**

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
11	**LSG SKY CHEFS** Mike Mesko 524 E Lamar Blvd Arlington, TX 76011 USA	Phone: (817) 792-2303 Fax: (817) 792-2460	Trade -Food Service	N/A	$ 2,542,873
12	**DEBIS** Tim Bergin 100 Ne Third Ave Suite 800 Ft. Lauderdale, FL 33301 USA	Phone: (954) 760 7777 Fax: (954) 760 7716	Trade -Return Claims	C D	$ 1,830,017
13	**BOEING COMMERCIAL AIRPLANES** Jennifer Bergsma 635 Park Ave. N. Mail Code Ms 6X Uj Attn Cashier Ms 6X Cf Renton, WA 98055 USA	Phone: (206) 655-1131 Fax: (425) 237-3830	Trade -Aircraft Parts/Maintenance	N/A	$ 1,297,012
14	**AIR CARGO INCORPORATED** Jenny White 1819 Bay Ridge Ave Annapolis, MD 21403 USA	Phone: (410) 280-5568 Fax: (410) 263-8208	Trade -Cargo Handling	N/A	$ 1,269,841
15	**BOEING CAPITAL** Scott Nicholson 500 Naches Ave Sw 3Rd Floor Mc 6Y-14	Phone: (425) 393-0970 Fax: (425) 393-2904	Trade -Aircraft Deferred Payments	C U D	$ 1,090,000
	Pamela Powell Philadelphia International Airport Terminal E	Fax: (610) 461-6700			
17	**FAIRCHILD DORNIER (USA)** Ed Methot 10823 North East Entrance San Antonio, TX 78216 USA	Phone: [illegible] Fax: (210) 824-3021	[illegible] Parts/Maintenance		[illegible]
18	**CHARLES E SMITH COMMERCIAL REALTY** Vicki Lauren 2345 Crystal Drive Arlington, VA 22202 USA	Phone: (703)769-1254 Fax: (703)769-1190	Trade -Real Estate Services	N/A	$ 893,382
19	**SAN FRANCISCO AIRPORTS COMMISSION** Jess Balageas San Fransisco International Airport 6Th Floor Rm 644 San Fransisco, CA 94128 USA	Phone: (650)821-2843 Fax: (650)821-2846	Trade -Airport Authority	N/A	$ 841,464
20	**AIRPLANES GROUP** Fiona Roche Aviation House Shannon Co. Clare Ireland	Phone: 353 61 706392 Fax: 353 86 8166392	Trade -Return Claims	C D	$ 798,968

	Name of Creditor and Complete Mailing Address	Creditor's Phone and Fax Numbers	Nature of Claim	C U D S	Amount of Claim
21	**UNITED HEALTHCARE** Rory Doty 22703 Network Place Chicago, IL 60673-1227 USA	Phone: (813)818-5613 Fax: (813)854-3359	Trade - Medical & Dental	N/A	$ 777,096
22	**THE ROYAL BANK OF SCOTLAND** Francis Carey Manager - Syndicated Loans Agency 135 Bishopsgate 5Th Floor London, EC2M 3UR Great Britain	Phone: 020 7648 3814 Fax: 020 7615 0106	Trade - Aircraft Deferred Payments	C U D	$ 753,908
23	**HONEYWELL INTERNATIONAL INC** Lori Haheger 875 W Elliot Rd Ste 106 Tempe, AZ 85284 USA	Phone: (913)712-0400 Fax: (913)712-5867	Trade - Aircraft Parts/Maintenance	N/A	$ 687,911
24	**HAMILTON SUNDSTRAND** Steven Gabscheid 4747 Harrison Ave. Rockford, IL 61125 USA	Phone: (815)394-2945 Fax: (815)394-3558	Trade - Aircraft Parts/Maintenance	N/A	$ 608,642
25	**ROCKWELL COLLINS** Brian J. Seeber 400 Collins Rd. Ne Cedar Rapids, IA 52498 USA	Phone: (319)295-3293 Fax: (319)295-4092	Trade - Aircraft Parts/Maintenance	N/A	$ 585,646
26	**HIGHWOODS FORSYTH LTD PARTNERSHIP** Allison Saucy 380 Knollwood Street Ste 430 Winston Salem, NC 27103 USA	Phone: (336)631-9000 Fax: (336)725-1969	Trade - Aircraft Parts/Maintenance	N/A	$ 575,746
27	**TOWERS PERRIN** Mark Duncan 1500 Market Street Philadelphia, PA 19102-4790 USA	Phone: (416)960-2700 Fax: (416)960-2819	Trade - Other Professional	N/A	$ 567,848
28	**GREATER ORLANDO AVIATION AUTHORITY** Patti Everst One Airport Blvd Orlando, FL 32827 USA	Phone: (407)825-2017 Fax: (407)825-2259	Trade - Airport Authority	N/A	$ 548,574
29	**HILLSBOROUGH COUNTY AVIATION AUTHORITY** Ginny Brewer Tampa International Airport 3Rd Level Tampa, FL 33607 USA	Phone: (813)870-8700 Fax: (813)875-6670	Trade - Airport Authority	N/A	$ 502,340
30	**GOODRICH FAIRHOPE SERVICE** Tammy Simmons 1300 West Ave. Alabama Service Center Goodrich Aerostructures Grp Foley, AL 36535 USA	Phone: (251)952-3377 Fax: (251)952-3376	Trade - Aircraft Parts/Maintenance	N/A	$ 404,727

[1] For the purposes of this list, the Debtors have not analyzed whether claims on behalf of aircraft lessors or aircraft financiers are secured or unsecured or, if secured, what portion, if any, of the total claim is an unsecured deficiency claim. Nothing herein shall constitute any admission or any way waive or limit the Debtors' rights, claims or defenses with respect to the classification or characterization of such claims.